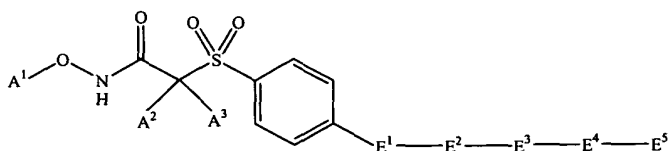


# CLAIMS

We claim:

1. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 1-1:



(1-1); and

A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E<sup>1</sup> is selected from the group consisting of -O-, -S(O)<sub>2</sub>-, -S(O)-, -S-, -N(R<sup>1</sup>)-, -C(O)-N(R<sup>1</sup>)-, -N(R<sup>1</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E<sup>2</sup> forms a link of at least 2 carbon atoms between E<sup>1</sup> and E<sup>3</sup>; and

E<sup>3</sup> is selected from the group consisting of -C(O)-, -O-(CO)-, -C(O)-O-, -C(NR<sup>3</sup>)-, -N(R<sup>4</sup>)-, -N(R<sup>4</sup>)-C(NR<sup>3</sup>)-, -C(NR<sup>3</sup>)-N(R<sup>4</sup>)-, -C(O)-N(R<sup>4</sup>)-, -N(R<sup>4</sup>)-C(O)-, -N(R<sup>4</sup>)-C(O)-N(R<sup>5</sup>)-, -S-, -S(O)-, -N(R<sup>4</sup>)-S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-N(R<sup>4</sup>)-, -C(O)-N(R<sup>4</sup>)-N(R<sup>5</sup>)-C(O)-, -C(R<sup>4</sup>)(R<sup>6</sup>)-C(O)-, -C(R<sup>7</sup>)(R<sup>8</sup>)-; and

E<sup>4</sup> is selected from the group consisting of a bond, alkyl, and alkenyl, wherein the alkyl or alkenyl optionally is substituted; and

E<sup>5</sup> is selected from the group consisting of -H, -OH, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, carbocyclyl, and heterocyclyl, wherein any member (except -H or, -OH) of such group optionally is substituted; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

R<sup>3</sup> is selected from the group consisting of -H and -OH; and

R<sup>4</sup> and R<sup>5</sup> are independently selected from the group consisting of -H, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein any member (except -H) of such group optionally is substituted; and

R<sup>6</sup> is selected from the group consisting of -CN and -OH; and

R<sup>7</sup> is selected from the group consisting of -H, halogen, -OH, alkyl, alkoxy, and alkoxyalkyl, wherein the alkyl, alkoxy, or alkoxyalkyl optionally is substituted; and

R<sup>8</sup> is selected from the group consisting of -OH and alkoxy, wherein the alkoxy optionally is substituted; and

neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>2</sup>, E<sup>3</sup>, E<sup>4</sup>, or E<sup>5</sup>; and

neither R<sup>4</sup> nor R<sup>5</sup> forms a ring structure with E<sup>2</sup>, E<sup>4</sup>, or E<sup>5</sup>; and

E<sup>5</sup> is not -H when both E<sup>3</sup> is -C(R<sup>7</sup>)(R<sup>8</sup>)- and E<sup>4</sup> is a bond.

2. A compound or salt thereof according to claim 1, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxy carbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>9</sup>)(R<sup>10</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>9</sup>)(R<sup>10</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of C<sub>2</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more substituents

independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, and C<sub>2</sub>-C<sub>20</sub>-alkenyl, wherein the C<sub>1</sub>-C<sub>20</sub>-alkyl or C<sub>2</sub>-C<sub>20</sub>-alkenyl optionally is substituted with  
5 one or more substituents independently selected from the group consisting of:

halogen, and

carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl,  
10 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halocarbocyclyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

E<sup>5</sup> is selected from the group consisting of -H, -OH, C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, carbocyclyl, and heterocyclyl,  
15 wherein:

the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, or C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN, and

20 the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, halogen-substituted  
25 C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halocarbocyclyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbocyclyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkylcarbocyclyl, hydroxycarbocyclyl, and heterocyclyl ; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

30 R<sup>4</sup> and R<sup>5</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein

any member (except -H) of such group optionally is substituted with one or more halogen;  
and

R<sup>7</sup> is selected from the group consisting of -H, halogen, -OH, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, and  
5 halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>8</sup> is selected from the group consisting of -OH, C<sub>1</sub>-C<sub>8</sub>-alkoxy, and  
halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy; and

R<sup>9</sup> and R<sup>10</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and  
10 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

R<sup>11</sup> and R<sup>12</sup> are independently selected from the group consisting of -H,  
C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and  
heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is  
substituted with one or more halogen; and

15 R<sup>13</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>14</sup>, -N(R<sup>14</sup>)(R<sup>15</sup>),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>14</sup> and R<sup>15</sup> are independently selected from the group consisting of -H,  
C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and  
20 heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is  
substituted with one or more halogen; and

E<sup>5</sup> is not -H when both E<sup>3</sup> is -C(R<sup>7</sup>)(R<sup>8</sup>)- and E<sup>4</sup> is a bond.

3. A compound or salt thereof according to claim 2, wherein A<sup>1</sup> is -H.

25 4. A compound or salt thereof according to claim 3, wherein:

E<sup>2</sup> is C<sub>2</sub>-C<sub>6</sub>-alkyl optionally substituted with one or more halogen; and

E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>3</sub>-alkyl, and C<sub>2</sub>-C<sub>3</sub>-alkenyl,  
wherein any member (except the bond) of such group optionally is substituted with one or  
30 more substituents independently selected from the group consisting of:

halogen, and

carbocyclyl optionally substituted with one or more substituents  
independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN,  
C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl,  
carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
5 C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halocarbocyclyl, and halogen-substituted  
carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>5</sup> is selected from the group consisting of -H, -OH, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl,  
C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, and heterocyclyl,  
wherein:

10 the C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, or  
C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more substituents  
independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN,  
and

the carbocyclyl or heterocyclyl optionally is substituted with one or more  
15 substituents independently selected from the group consisting of halogen, -OH,  
-NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>),  
-C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halocarbocyclyl, halogen-substituted  
20 carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylcarbocyclyl, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkylcarbocyclyl, hydroxycarbocyclyl, and heteroaryl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

R<sup>4</sup> and R<sup>5</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
25 carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein  
any member (except -H) of such group optionally is substituted with one or more halogen;  
and

R<sup>7</sup> is selected from the group consisting of -H, halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, and  
30 halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

R<sup>8</sup> is selected from the group consisting of -OH, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy; and

R<sup>11</sup> and R<sup>12</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and  
5 heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

R<sup>13</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, -O-R<sup>14</sup>, -N(R<sup>14</sup>)(R<sup>15</sup>), carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted  
10 heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

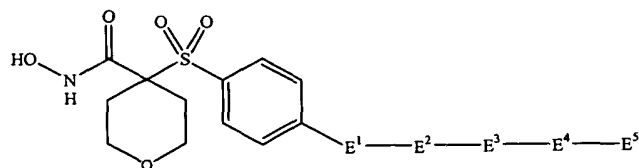
R<sup>14</sup> and R<sup>15</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

15 E<sup>5</sup> is not -H when both E<sup>3</sup> is -C(R<sup>7</sup>)(R<sup>8</sup>)- and E<sup>4</sup> is a bond.

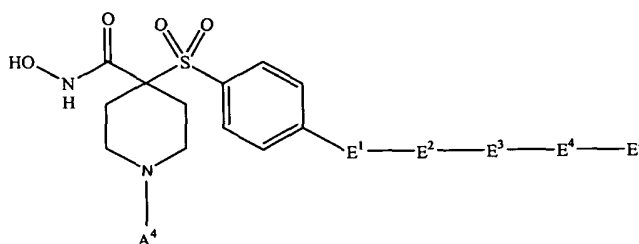
5. A compound or salt thereof according to claim 4, wherein A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they both are attached, form an optionally-substituted heterocyclyl containing either 5 or 6 ring members.

20

6. A compound or salt thereof according to claim 5, wherein:  
the compound corresponds in structure to a formula selected from the group  
consisting of:



(6-1) and



(6-2); and

$A^4$  is selected from the group consisting of -H, alkyl, alkylcarbonyl,  
alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl,  
10 alkoxy carbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl,  
alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl,  
alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl,  
carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl,  
carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl,  
15 carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl,  
carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl,  
heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl,  
heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl,  
heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl,  
20 heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,  
heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,  
aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,  
aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

7. A compound or salt thereof according to claim 6, wherein:

- A<sup>4</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,
- 5 C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylsulfonyl, C<sub>1</sub>-C<sub>8</sub>-alkyliminocarbonyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylthio-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylthio-C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>1</sub>-C<sub>8</sub>-alkylsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylsulfoxido-C<sub>2</sub>-C<sub>8</sub>-alkenyl,
- 10 C<sub>1</sub>-C<sub>8</sub>-alkylsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylsulfonyl-C<sub>2</sub>-C<sub>8</sub>-alkenyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthio-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylthio-C<sub>2</sub>-C<sub>8</sub>-alkenyl, carbocyclylsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylsulfoxido-C<sub>2</sub>-C<sub>8</sub>-alkenyl,
- 15 carbocyclylsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylsulfonyl-C<sub>2</sub>-C<sub>8</sub>-alkenyl, heterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylcarbonyl, heterocyclylthio-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylthio-C<sub>2</sub>-C<sub>8</sub>-alkenyl, heterocyclylsulfoxido-C<sub>2</sub>-C<sub>8</sub>-alkenyl, heterocyclylsulfonyl-C<sub>2</sub>-C<sub>8</sub>-alkenyl,
- 20 heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, N(R<sup>16</sup>)(R<sup>17</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, N(R<sup>16</sup>)(R<sup>17</sup>)-carbonyl, N(R<sup>16</sup>)(R<sup>17</sup>)-carbonyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, N(R<sup>16</sup>)(R<sup>17</sup>)-sulfonyl, N(R<sup>16</sup>)(R<sup>17</sup>)-sulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, N(R<sup>16</sup>)(R<sup>17</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl,
- 25 N(R<sup>16</sup>)(R<sup>17</sup>)-carbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and N(R<sup>16</sup>)(R<sup>17</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylsulfonyl, wherein:  
any member (except -H) of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -CN, -C(O)-OH, -SH, -SO<sub>3</sub>H, and NO<sub>2</sub>; and  
R<sup>16</sup> and R<sup>17</sup> are independently selected from the group consisting of -H, -OH,
- 30 C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkyl-carbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl,

C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkyl-thio-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkyl-sulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkyl-sulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylthio-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylcarbonyl, heterocyclylthio-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, aminocarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkyloxycarbonylamino-C<sub>1</sub>-C<sub>8</sub>-alkyl, and amino-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein:

- any member (except -H or OH) of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -CN, -C(O)-OH, -SH, -SO<sub>3</sub>H, and NO<sub>2</sub>, and the nitrogen of the amino-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with 1 or 2 substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and no greater than one of R<sup>16</sup> or R<sup>17</sup> is -OH.

8. A compound or salt thereof according to claim 7, wherein A<sup>4</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylsulfonyl, C<sub>3</sub>-C<sub>6</sub>-alkenyl, C<sub>3</sub>-C<sub>6</sub>-alkynyl, wherein any member (except -H) of such group optionally is substituted with halogen.

9. A compound or salt thereof according to claim 8, wherein A<sup>4</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>2</sub>-alkoxy-C<sub>1</sub>-C<sub>3</sub>-alkyl, C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, C<sub>3</sub>-C<sub>6</sub>-cycloalkyl-C<sub>1</sub>-C<sub>3</sub>-alkyl, phenyl, phenyl-C<sub>1</sub>-C<sub>3</sub>-alkyl, C<sub>1</sub>-C<sub>2</sub>-alkylsulfonyl, C<sub>3</sub>-C<sub>4</sub>-alkenyl, C<sub>3</sub>-C<sub>4</sub>-alkynyl, wherein any member (except -H) of such group optionally is substituted with halogen.

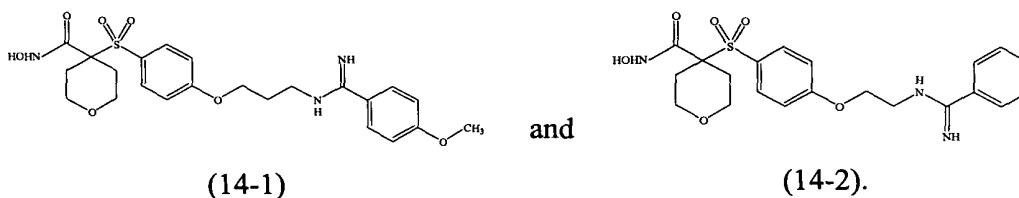
10. A compound or salt thereof according to claim 9, wherein A<sup>4</sup> is selected from the group consisting of -H, ethyl, methoxyethyl, cyclopropyl, cyclopropylmethyl, benzyl, methylsulfonyl, C<sub>3</sub>-alkenyl, and C<sub>3</sub>-alkynyl, wherein any member (except -H) of such group optionally is substituted with halogen.

11. A compound or salt thereof according to claim 10, wherein A<sup>4</sup> is selected from the group consisting of -H, ethyl, methoxyethyl, cyclopropyl, cyclopropylmethyl, and benzyl, wherein any member (except -H) of such group optionally is substituted with  
5 halogen.

12. A compound or salt thereof according to claim 7, wherein the salt comprises an acid selected from the group consisting of HCl and CF<sub>3</sub>COOH.

10 13. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -N(R<sup>4</sup>)-C(NR<sup>3</sup>)-.

14. A compound or salt thereof according to claim 13, wherein the compound corresponds in structure to a formula selected from the group consisting of:



15 15. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -C(O)-.

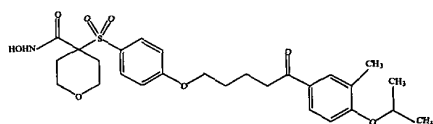
16. A compound or salt thereof according to claim 15, wherein E<sup>5</sup> is carbocyclyl optionally substituted with one or more substituents independently selected from the group  
20 consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

25 17. A compound or salt thereof according to claim 16, wherein E<sup>5</sup> is aryl optionally substituted with one or more substituents independently selected from the group consisting

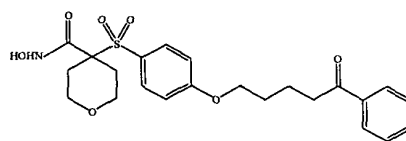
- of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

18. A compound or salt thereof according to claim 17, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

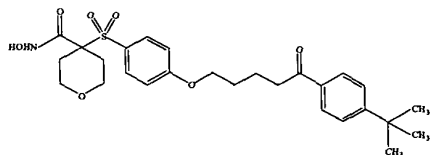
19. A compound or salt thereof according to claim 18, wherein the compound corresponds in structure to a formula selected from the group consisting of:



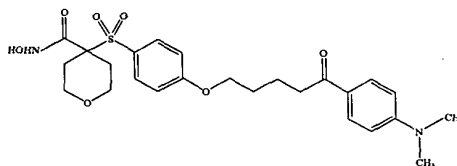
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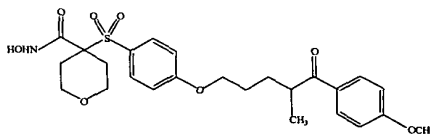
(19-2),



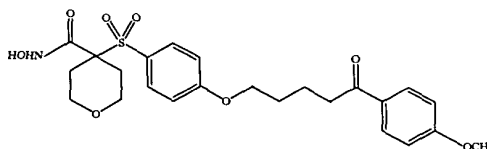
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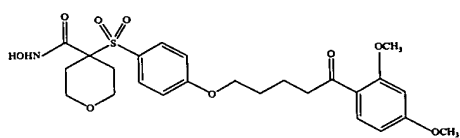
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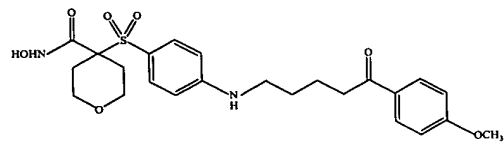
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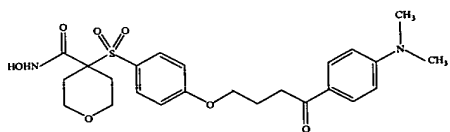
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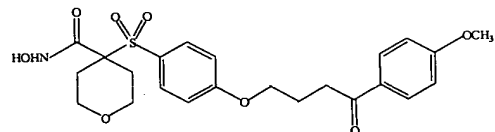
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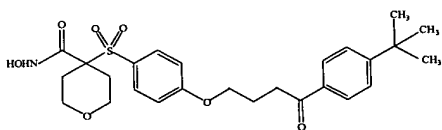
(19-8),



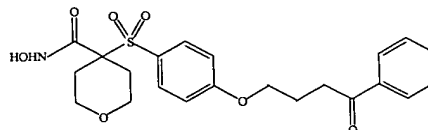
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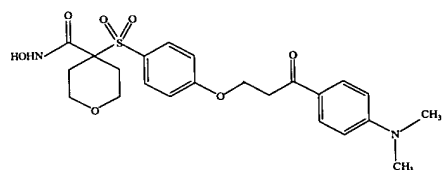
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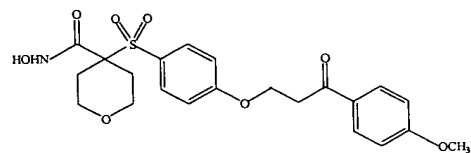
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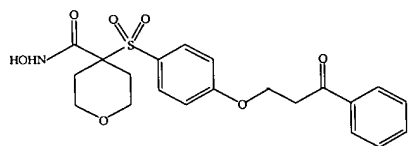
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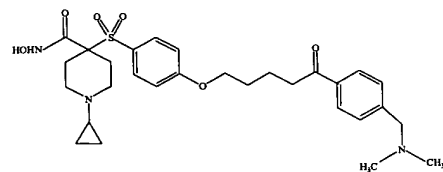
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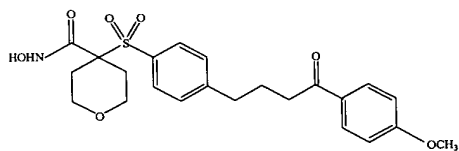
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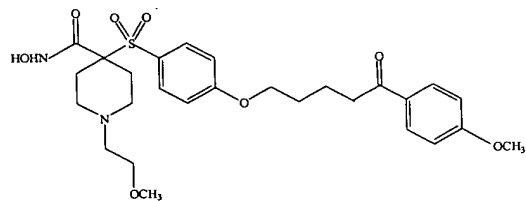
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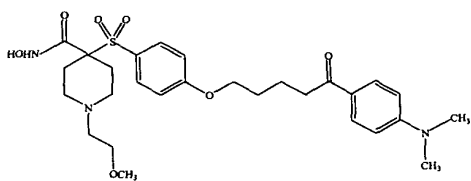
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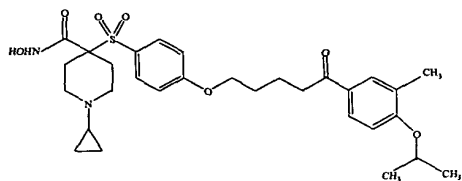
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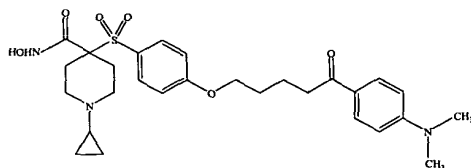
(19-18),



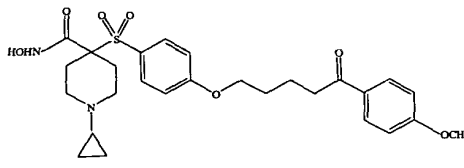
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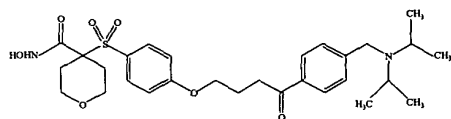
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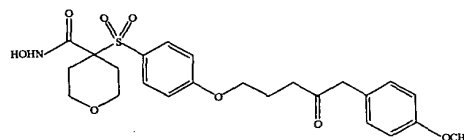
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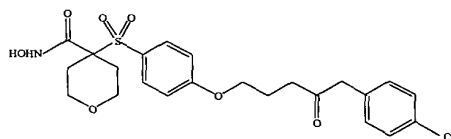
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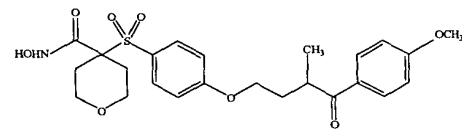
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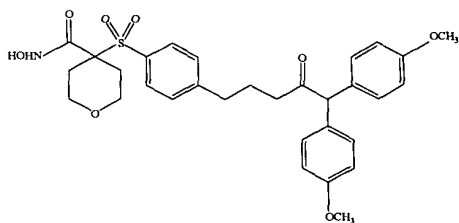
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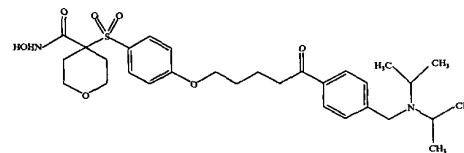
(19-25),



(19-26),



(19-27), and



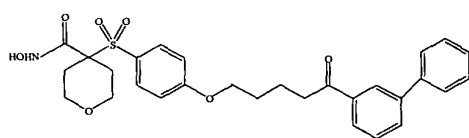
(19-28).

20. A compound or salt thereof according to claim 17, wherein E<sup>5</sup> is phenyl which is:

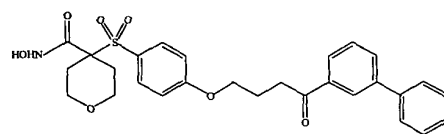
substituted with one or more substituents independently selected from the group consisting of aryl, haloaryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl;  
5 and

- optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted
- 5 C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

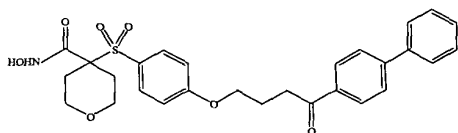
21. A compound or salt thereof according to claim 20, wherein the compound corresponds in structure to a formula selected from the group consisting of:



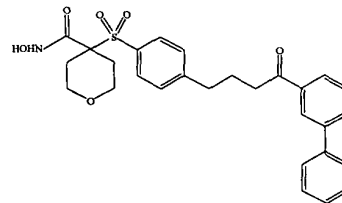
(21-1),



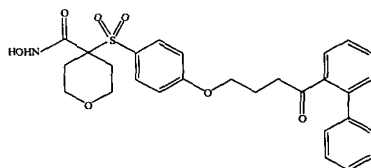
(21-2),



(21-3),



(21-4), and

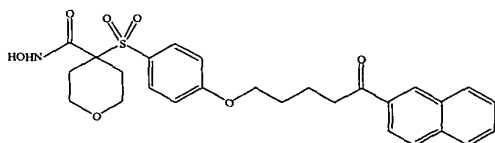


(21-5).

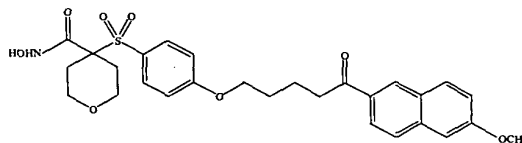
10

22. A compound or salt thereof according to claim 17, wherein E<sup>5</sup> is naphthalenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl,
- 15 aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

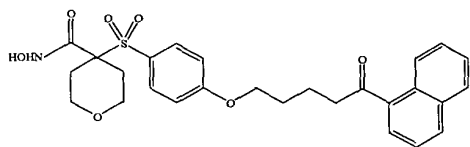
23. A compound or salt thereof according to claim 22, wherein the compound corresponds in structure to a formula selected from the group consisting of:



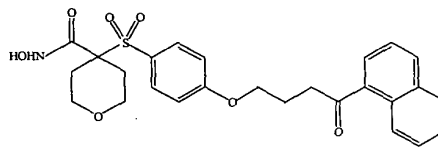
(23-1),



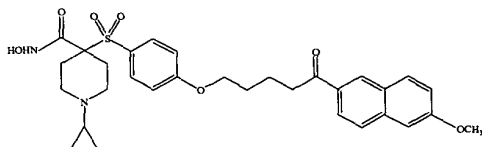
(23-2),



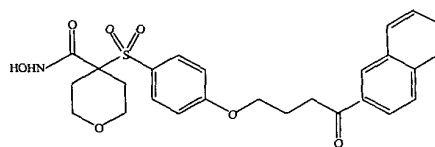
(23-3),



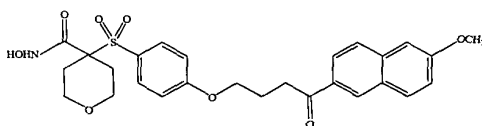
(23-4),



(23-5),



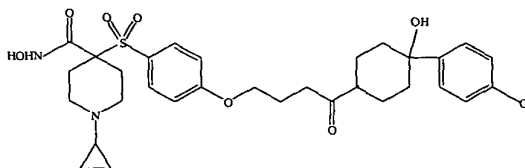
(23-6), and



(23-7).

- 5           24. A compound or salt thereof according to claim 16, wherein E<sup>5</sup> is  
C<sub>5</sub>-C<sub>6</sub>-cycloalkyl optionally substituted with one or more substituents independently  
selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>,  
aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
10 C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

25. A compound or salt thereof according to claim 24, wherein the compound corresponds in structure to the following formula:



(25-1).

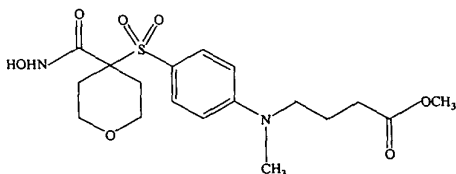
5

26. A compound or salt thereof according to claim 15, wherein E<sup>5</sup> is selected from the group consisting of -H, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

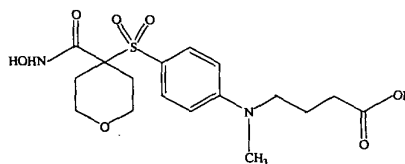
the C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, or C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and, -CN.

15

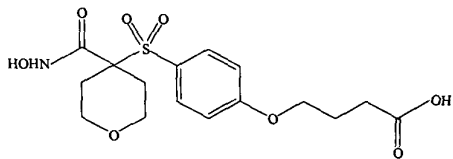
27. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to a formula selected from the group consisting of:



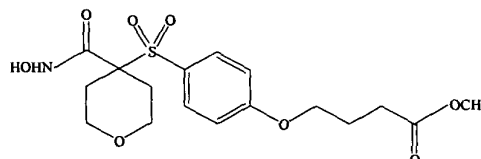
(27-1),



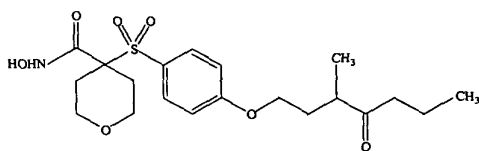
(27-2),



(27-3),

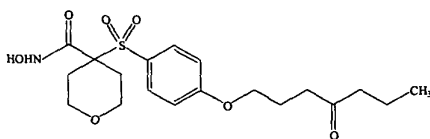


(27-4), and



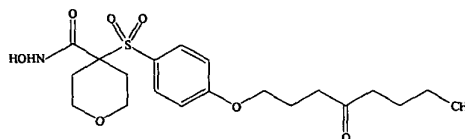
(27-5).

28. A compound or salt thereof according to claim 26, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(28-1)

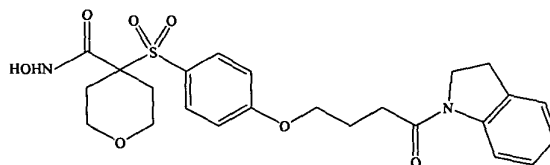
and



(28-2).

- 5 29. A compound or salt thereof according to claim 15, wherein E<sup>5</sup> is heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted
- 10 C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

30. A compound or salt thereof according to claim 29, wherein the compound corresponds in structure to the following formula:



(30-1).

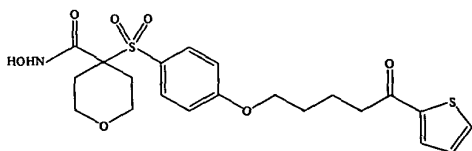
31. A compound or salt thereof according to claim 29, wherein E<sup>5</sup> is selected from the group consisting of furanyl, tetrahydropyranyl, dihydrofuranyl, tetrahydrofuranyl,
- 20 thiophenyl, dihydrothiophenyl, tetrahydrothiophenyl, pyrrolyl, isopyrrolyl, pyrrolinyl,

pyrrolidinyl, imidazolyl, isoimidazolyl, imidazolynyl, imidazolidinyl, pyrazolyl,  
pyrazolynyl, pyrazolidinyl, triazolyl, tetrazolyl, dithiolyl, oxathiolyl, oxazolyl, isoxazolyl,  
oxazolidinyl, isoxazolidinyl, thiazolyl, isothiazolyl, thiazolynyl, isothiazolynyl,  
thiazolidinyl, isothiazolidinyl, thiodiazolyl, oxathiazolyl, oxadiazolyl, oxatriazolyl,  
5 dioxazolyl, oxathiazolyl, oxathiolyl, oxathiolanyl, pyranyl, dihydropyranyl, pyridynyl,  
piperidinyl, diazinyl, piperazinyl, triazinyl, oxazinyl, isoxazinyl, oxathiazinyl, oxadiazinyl,  
morpholynyl, azepinyl, oxepinyl, thiopinyl, diazepinyl, indolizynyl, pyrindynyl,  
pyranopyrrolyl, 4H-quinolizynyl, purinyl, naphthyridinyl, pyridopyridinyl, pteridinyl,  
indolyl, isoindolyl, indoleninyl, isoindazolyl, benzazinyl, phthalazinyl, quinoxalinyl,  
10 quinazolynyl, benzodiazinyl, benzopyranyl, benzothiopyranyl, benzoxazolyl, indoxazinyl,  
anthranilyl, benzodioxolyl, benzodioxanyl, benzoxadiazolyl, benzofuranyl,  
isobenzofuranyl, benzothienyl, isobenzothienyl, benzothiazolyl, benzothiadiazolyl,  
benzimidazolyl, benzotriazolyl, benzoxazinyl, benzisoxazinyl, tetrahydroisoquinolynyl,  
carbazolyl, xanthenyl, and acridinyl, wherein:  
15 any member of such group optionally is substituted with one or more  
substituents independently selected from the group consisting of halogen, -OH,  
-NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>),  
-C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl,  
20 halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

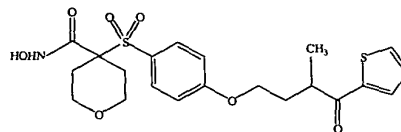
32. A compound or salt thereof according to claim 31, wherein E<sup>5</sup> is thiophenyl  
optionally substituted with one or more substituents independently selected from the group  
25 consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl,  
aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

30

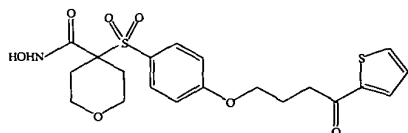
33. A compound or salt thereof according to claim 32, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(33-1),



(33-2), and



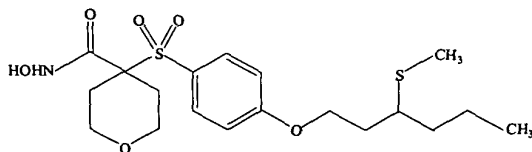
(33-3).

34. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -S-.

35. A compound or salt thereof according to claim 34, wherein E<sup>5</sup> is selected from the group consisting of -H, -OH, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, and C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein:

the C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, or C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN.

36. A compound or salt thereof according to claim 35, wherein the compound corresponds in structure to the following formula:

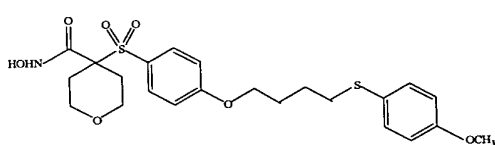


(36-1).

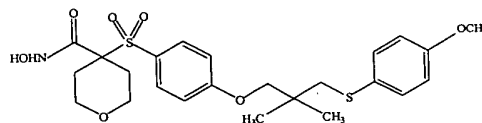
37. A compound or salt thereof according to claim 34, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group

consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, 5 halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

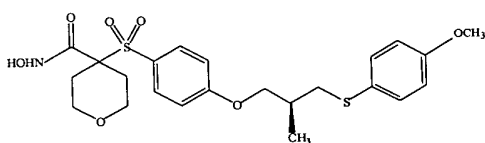
38. A compound or salt thereof according to claim 37, wherein the compound corresponds in structure to a formula selected from the group consisting of:



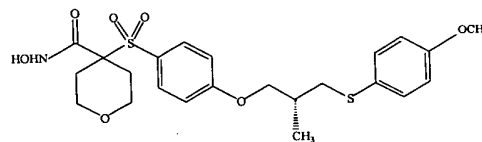
(38-1),



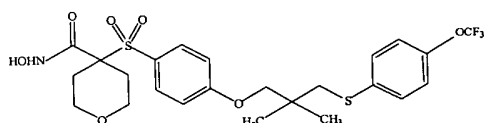
(38-2),



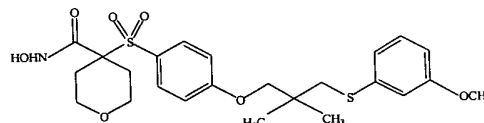
(38-3),



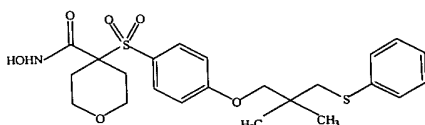
(38-4),



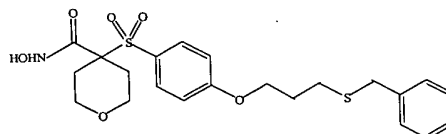
(38-5),



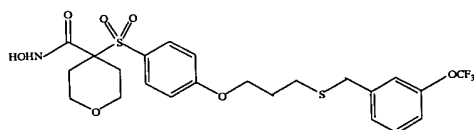
(38-6),



(38-7),



(38-8), and



(38-9).

39. A compound or salt thereof according to claim 34, wherein E<sup>5</sup> is heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, 5 aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

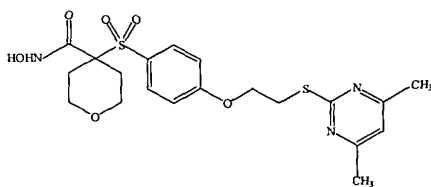
40. A compound or salt thereof according to claim 39, wherein E<sup>5</sup> is selected from 10 the group consisting of furanyl, tetrahydropyranyl, dihydrofuranyl, tetrahydrofuranyl, thiophenyl, dihydrothiophenyl, tetrahydrothiophenyl, pyrrolyl, isopyrrolyl, pyrrolinyl, pyrrolidinyl, imidazolyl, isoimidazolyl, imidazoliny, imidazolidinyl, pyrazolyl, pyrazolinyl, pyrazolidinyl, triazolyl, tetrazolyl, dithiolyl, oxathiolyl, oxazolyl, isoxazolyl, oxazolidinyl, isoxazolidinyl, thiazolyl, isothiazolyl, thiazolinyl, isothiazolinyl, 15 thiazolidinyl, isothiazolidinyl, thiodiazolyl, oxathiazolyl, oxadiazolyl, oxatriazolyl, dioxazolyl, oxathiazolyl, oxathiolyl, oxathiolanyl, pyranyl, dihydropyranyl, pyridinyl, piperidinyl, diazinyl, piperazinyl, triazinyl, oxazinyl, isoxazinyl, oxathiazinyl, oxadiazinyl, morpholinyl, azepinyl, oxepinyl, thiepinyl, diazepinyl, indolizinyl, pyrindinyl, pyranopyrrolyl, 4H-quinolizinyl, purinyl, naphthyridinyl, pyridopyridinyl, pteridinyl, 20 indolyl, isoindolyl, indoleninyl, isoindazolyl, benzazinyl, phthalazinyl, quinoxalinyl, quinazolinyl, benzodiazinyl, benzopyranyl, benzothiopyranyl, benzoxazolyl, indoxazinyl, anthranilyl, benzodioxolyl, benzodioxanyl, benzoxadiazolyl, benzofuranyl, isobenzofuranyl, benzothienyl, isobenzothienyl, benzothiazolyl, benzothiadiazolyl, benzimidazolyl, benzotriazolyl, benzoxazinyl, benzisoxazinyl, tetrahydroisoquinolinyl, 25 carbazolyl, xanthenyl, and acridinyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, 30 halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl,

halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

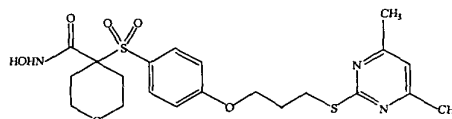
41. A compound or salt thereof according to claim 40, wherein E<sup>5</sup> is pyrimidinyl  
optionally is substituted with one or more substituents independently selected from the  
group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl,  
aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

42. A compound or salt thereof according to claim 41, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(42-1)

and



(42-2).

43. A compound or salt thereof according to claim 39, wherein E<sup>5</sup> is 2-fused-ring heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

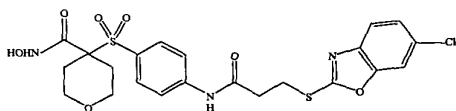
44. A compound or salt thereof according to claim 43, wherein E<sup>5</sup> is selected from the group consisting of indolizinyl, pyrimidinyl, pyranopyrrolyl, 4H-quinolizinyl, purinyl, naphthyridinyl, pyridopyridinyl, pteridinyl, indolyl, isoindolyl, indoleninyl, isoindazolyl, benzaziny, phthalazinyl, quinoxaliny, quinazolinyl, benzodiazinyl, benzopyranyl,

benzothiopyranyl, benzoxazolyl, indoxazinyl, anthranilyl, benzodioxolyl, benzodioxanyl, benzoxadiazolyl, benzofuranyl, isobenzofuranyl, benzothienyl, isobenzothienyl, benzothiazolyl, benzothiadiazolyl, benzimidazolyl, benzotriazolyl, benzoxazinyl, benzisoxazinyl, and tetrahydroisoquinolinyl, wherein:

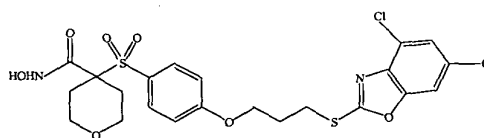
- 5                   any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.
- 10

45. A compound or salt thereof according to claim 44, wherein E<sup>5</sup> is selected from the group consisting of benzoxazolyl and benzothiazolyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.
- 15
- 20

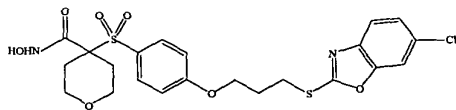
46. A compound or salt thereof according to claim 45, wherein the compound corresponds in structure to a formula selected from the group consisting of:



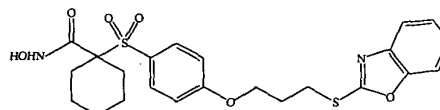
(46-1),



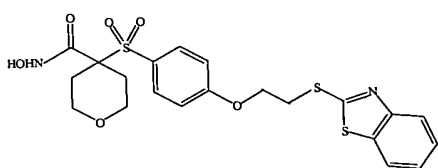
(46-2),



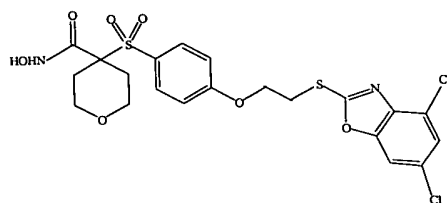
(46-3),



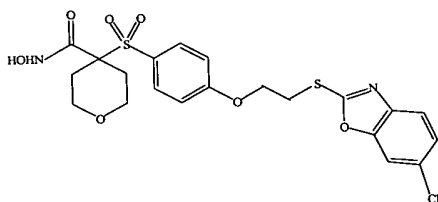
(46-4),



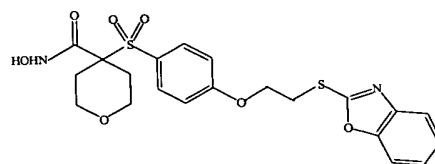
(46-5),



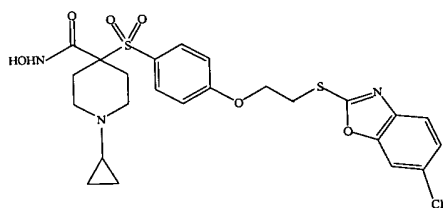
(46-6),



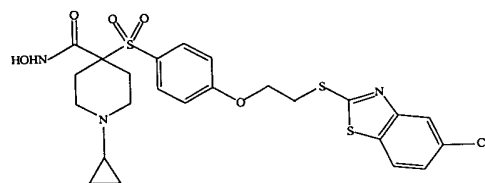
(46-7),



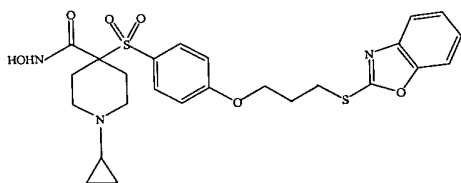
(46-8),



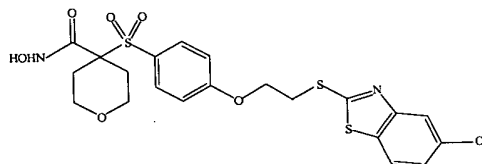
(46-9),



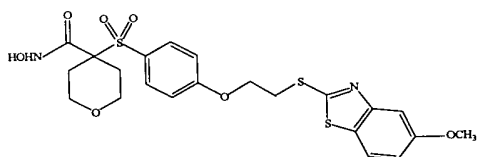
(46-10),



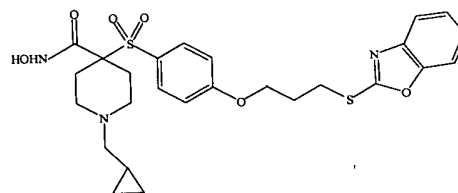
(46-11),



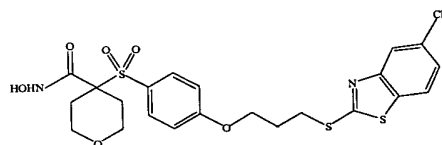
(46-12),



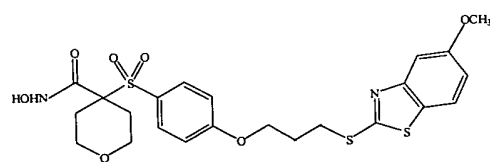
(46-13),



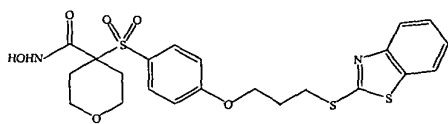
(46-14),



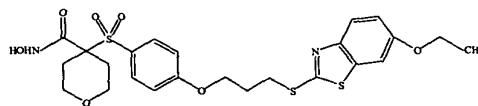
(46-15),



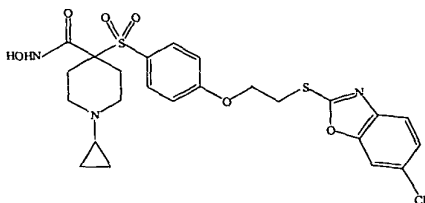
(46-16),



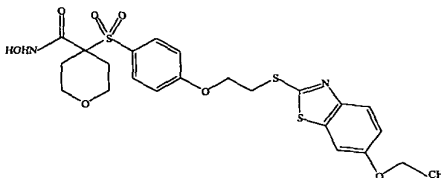
(46-17),



(46-18),

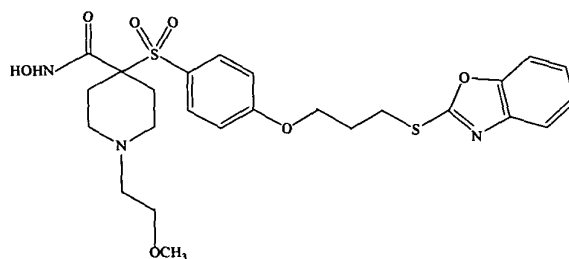


(46-19), and



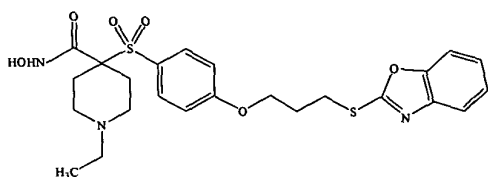
(46-20).

47. A compound or salt thereof according to claim 45, wherein the compound corresponds in structure to the following formula:

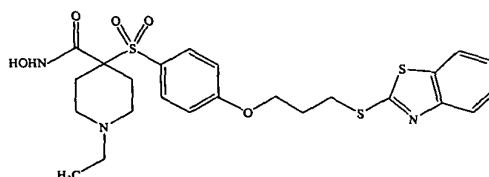


(47-1).

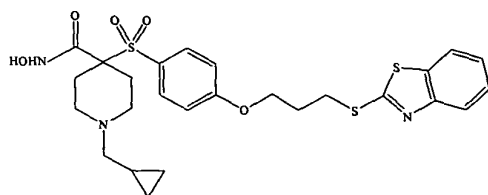
48. A compound or salt thereof according to claim 45, wherein the compound corresponds in structure to the following formula:



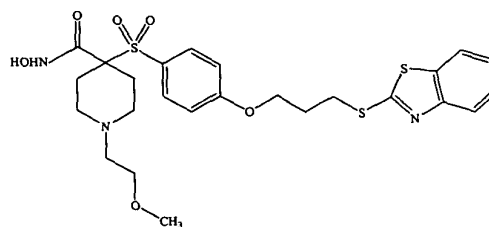
(48-1),



(48-2),



(48-3), and



(48-4).

49. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -N(R<sup>4</sup>)-C(O)-.

5

50. A compound or salt thereof according to claim 49, wherein E<sup>5</sup> is carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

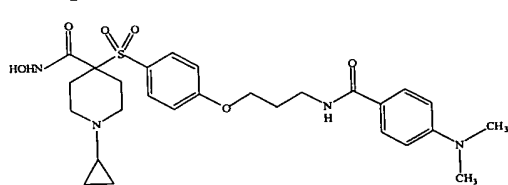
10

51. A compound or salt thereof according to claim 50, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

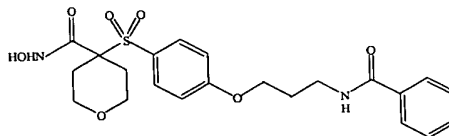
15

20

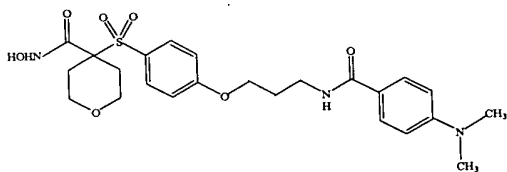
52. A compound or salt thereof according to claim 51, wherein the compound corresponds in structure to a formula selected from the group consisting of:



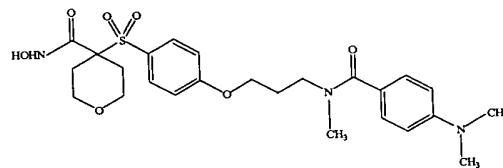
(52-1),



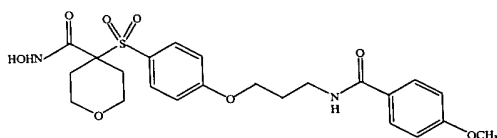
(52-2),



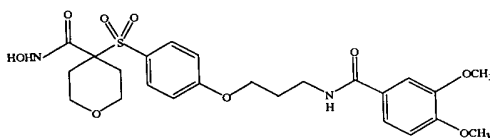
(52-3),



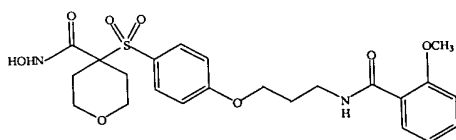
(52-4),



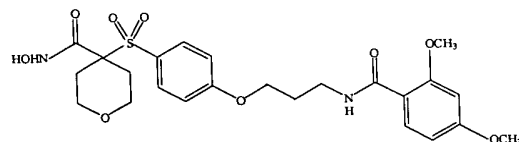
(52-5),



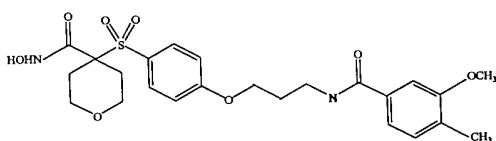
(52-6),



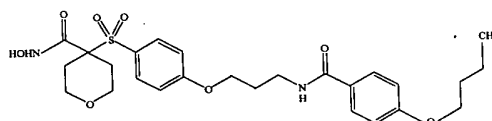
(52-7),



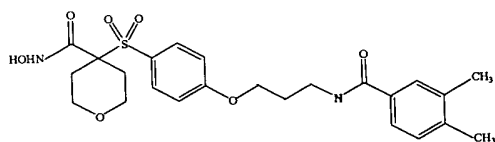
(52-8),



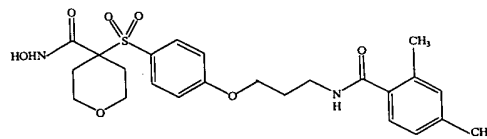
(52-9),



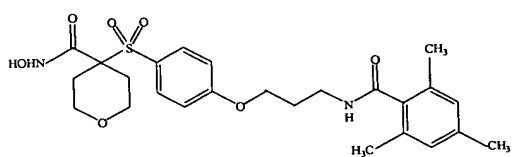
(52-10),



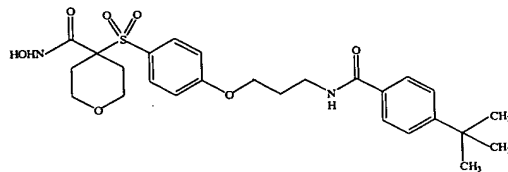
(52-11),



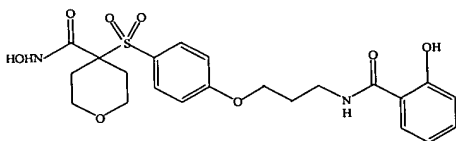
(52-12),



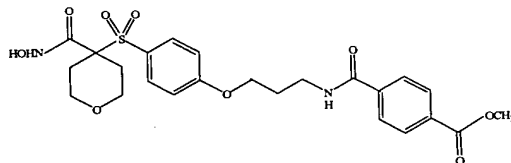
(52-13),



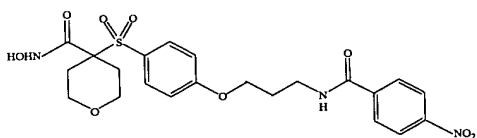
(52-14),



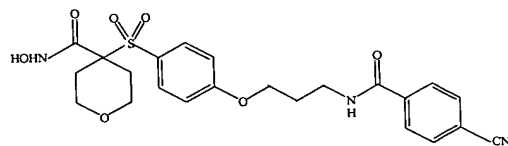
(52-15),



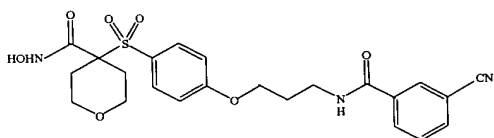
(52-16),



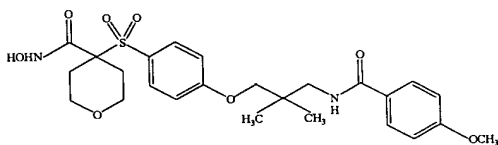
(52-17),



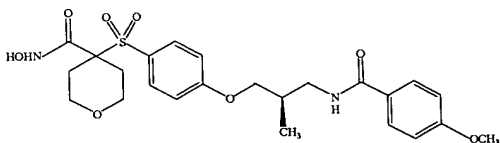
(52-18),



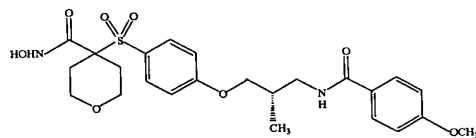
(52-19),



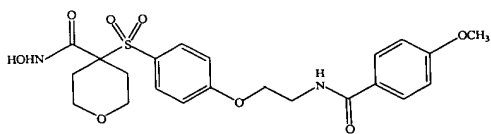
(52-20),



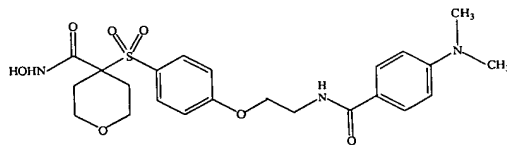
(52-21),



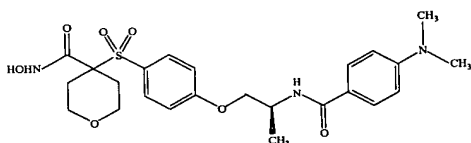
(52-22),



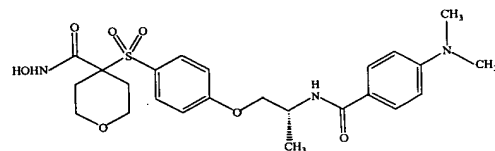
(52-23),



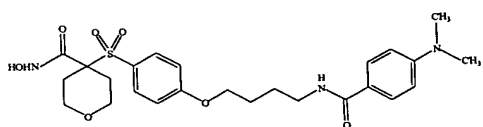
(52-24),



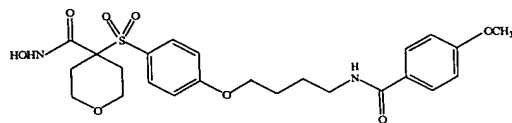
(52-25),



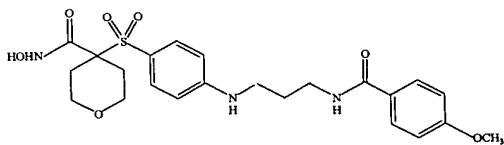
(52-26),



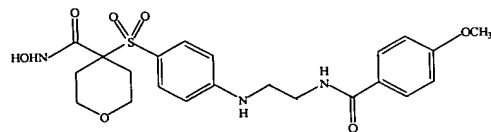
(52-27),



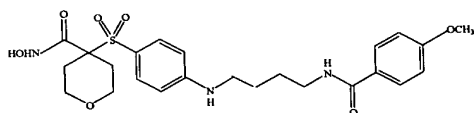
(52-28),



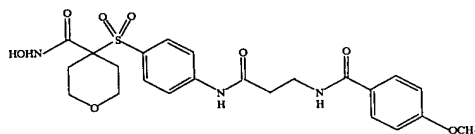
(52-29),



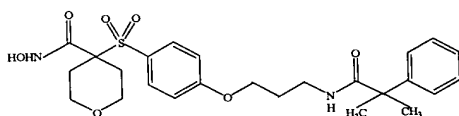
(52-30),



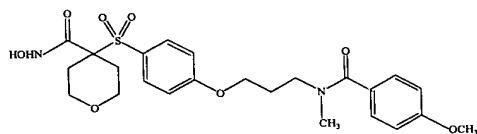
(52-31),



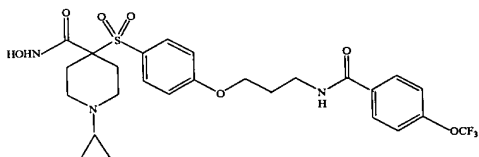
(52-32),



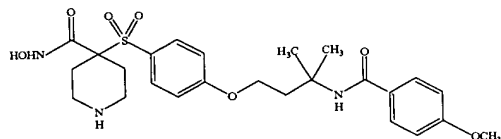
(52-33),



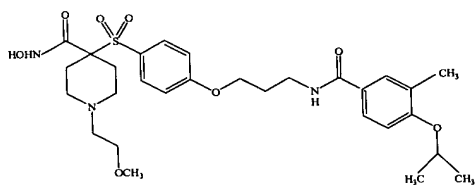
(52-34),



(52-35),

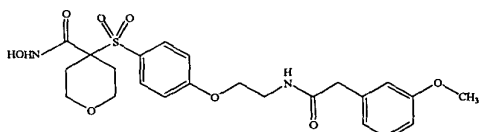


(52-36), and

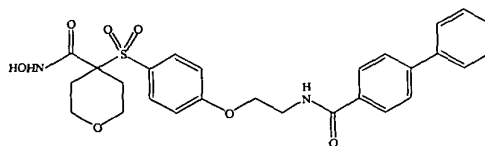


(52-37).

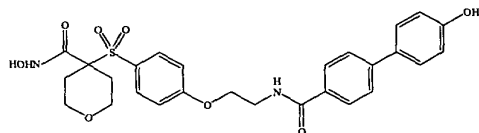
53. A compound or salt thereof according to claim 51, wherein the compound corresponds in structure to a formula selected from the group consisting of:



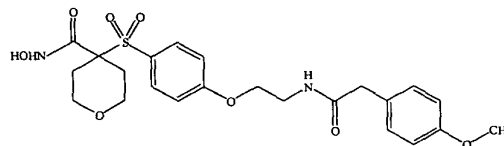
(53-1),



(53-2),

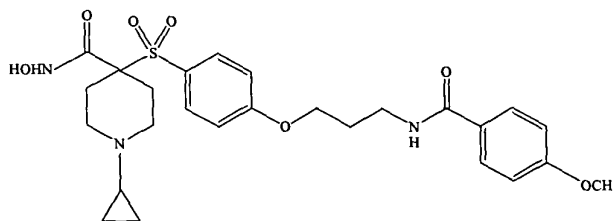


(53-3), and



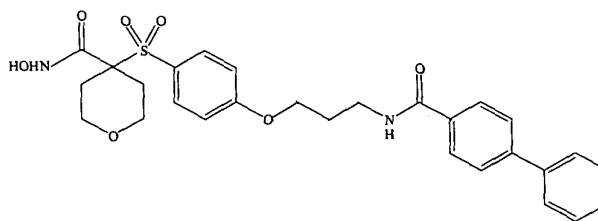
(53-4).

54. A compound or salt thereof according to claim 51, wherein the compound  
5 corresponds in structure to the following formula:



(54-1).

55. A compound or salt thereof according to claim 51, wherein the compound  
10 corresponds in structure to the following formula:

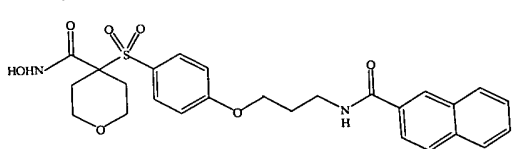


(55-1).

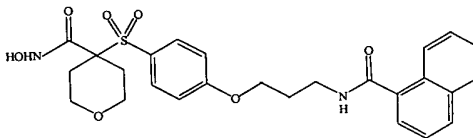
56. A compound or salt thereof according to claim 50, wherein E<sup>5</sup> is naphthalenyl  
15 optionally substituted with one or more substituents independently selected from the group

- consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, 5 halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

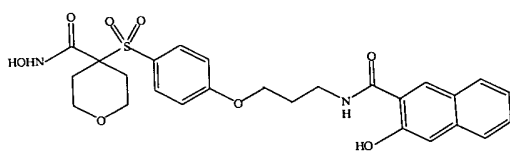
57. A compound or salt thereof according to claim 56, wherein the compound corresponds in structure to a formula selected from the group consisting of:



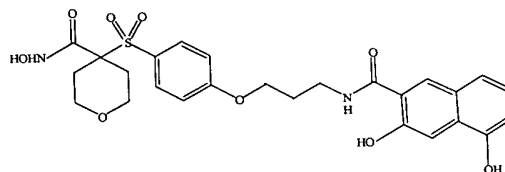
(57-1),



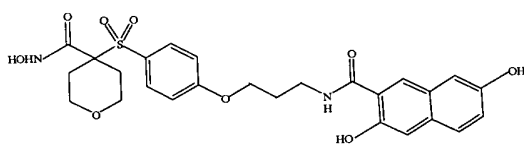
(57-2),



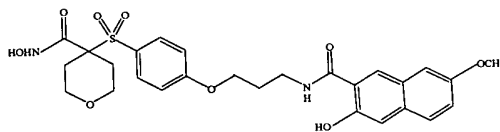
(57-3),



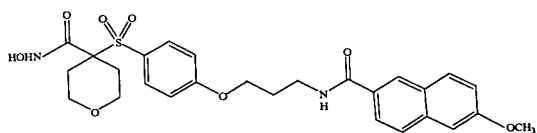
(57-4),



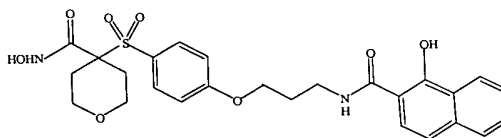
(57-5),



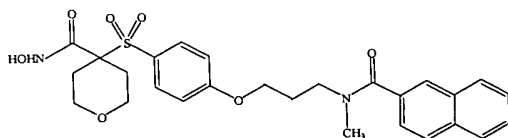
(57-6),



(57-7),



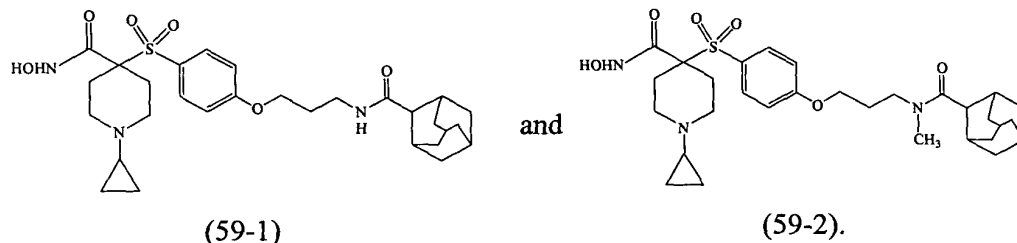
(57-8), and



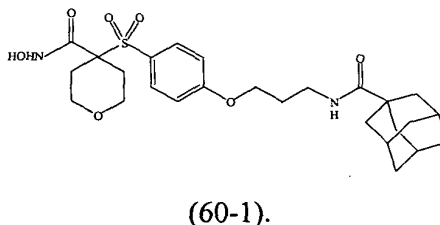
(57-9).

58. A compound or salt thereof according to claim 50, wherein E<sup>5</sup> is cycloalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

59. A compound or salt thereof according to claim 58, wherein the compound corresponds in structure to a formula selected from the group consisting of:

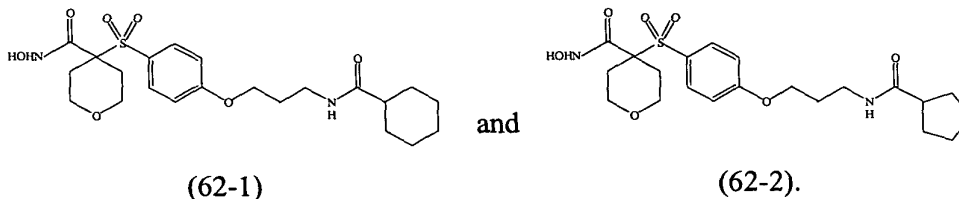


60. A compound or salt thereof according to claim 58, wherein the compound corresponds in structure to the following formula:



61. A compound or salt thereof according to claim 58, wherein E<sup>5</sup> is C<sub>5</sub>-C<sub>6</sub>-cycloalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

62. A compound or salt thereof according to claim 61, wherein the compound corresponds in structure to a formula selected from the group consisting of:



- 5 63. A compound or salt thereof according to claim 49, wherein E<sup>5</sup> is heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted
- 10 C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

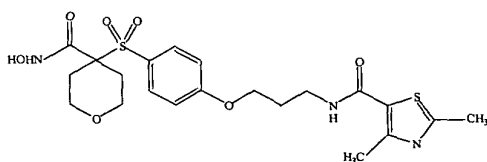
64. A compound or salt thereof according to claim 63, wherein E<sup>5</sup> is selected from the group consisting of furanyl, tetrahydropyranyl, dihydrofuranyl, tetrahydrofuranyl,
- 15 thiophenyl, dihydrothiophenyl, tetrahydrothiophenyl, pyrrolyl, isopyrrolyl, pyrrolinyl, pyrrolidinyl, imidazolyl, isoimidazolyl, imidazoliny, imidazolidinyl, pyrazolyl, pyrazolinyl, pyrazolidinyl, triazolyl, tetrazolyl, dithiolyl, oxathiolyl, oxazolyl, isoxazolyl, oxazolidinyl, isoxazolidinyl, thiazolyl, isothiazolyl, thiazolinyl, isothiazolinyl, thiazolidinyl, isothiazolidinyl,, thiodiazolyl, oxathiazolyl, oxadiazolyl, oxatriazolyl,
- 20 dioxazolyl, oxathiazolyl, oxathiolyl, oxathiolanyl, pyranyl, dihydropyranyl, pyridinyl, piperidinyl, diazinyl, piperazinyl, triazinyl, oxazinyl, isoxazinyl, oxathiazinyl, oxadiazinyl, morpholinyl, azepinyl, oxepinyl, thiepinyl, diazepinyl, indolizinyl, pyrindinyl, pyranopyrrolyl, 4H-quinolizinyl, purinyl, naphthyridinyl, pyridopyridinyl, pteridinyl, indolyl, isoindolyl, indoleninyl, isoindazolyl, benzazinyl, phthalazinyl, quinoxalinyl,
- 25 quinazolinyl, benzodiazinyl, benzopyranyl, benzothiopyranyl, benzoxazolyl, indoxazinyl, anthranilyl, benzodioxolyl, benzodioxanyl, benzoxadiazolyl, benzofuranyl, isobenzofuranyl, benzothienyl, isobenzothienyl, benzothiazolyl, benzothiadiazolyl,

benzimidazolyl, benzotriazolyl, benzoxazinyl, benzisoxazinyl, tetrahydroisoquinolinyl, carbazolyl, xanthenyl, and acridinyl, wherein:

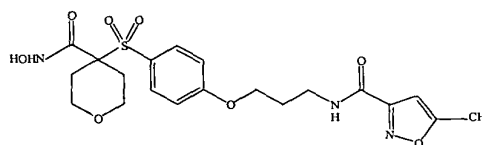
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

65. A compound or salt thereof according to claim 64, wherein E<sup>5</sup> is selected from the group consisting of pyridinyl, pyrrolyl, isopyrrolyl, oxazolyl, isoxazole, thiazolyl, furanyl, morpholinyl, tetrazolyl, imidazolyl, thienyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

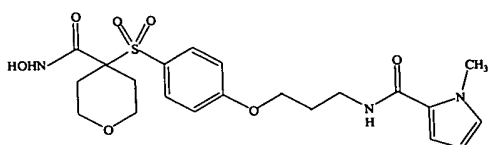
66. A compound or salt thereof according to claim 65, wherein the compound corresponds in structure to a formula selected from the group consisting of:



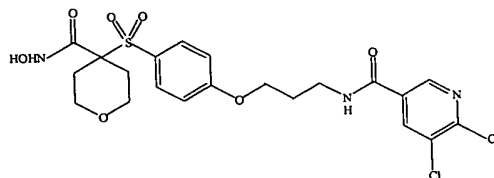
(66-1),



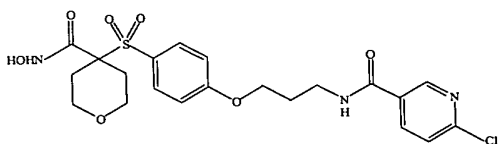
(66-2),



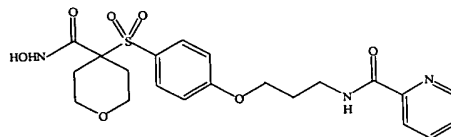
(66-3),



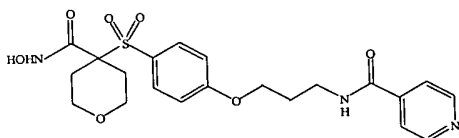
(66-4),



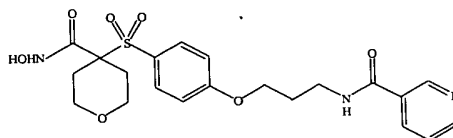
(66-5),



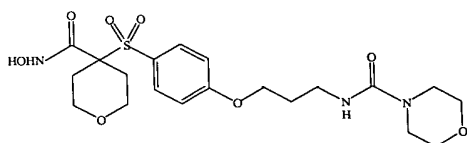
(66-6),



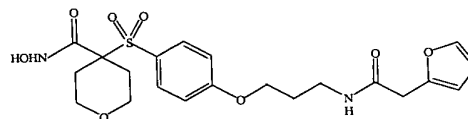
(66-7),



(66-8),

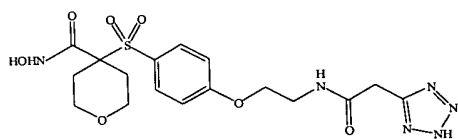


(66-9), and

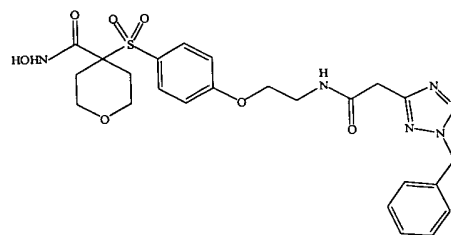


(66-10).

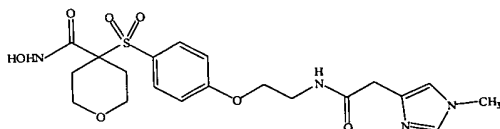
67. A compound or salt thereof according to claim 65, wherein the compound corresponds in structure to a formula selected from the group consisting of:



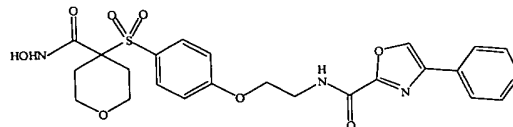
(67-1),



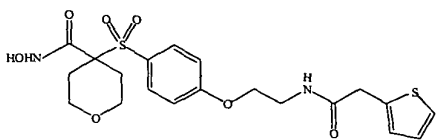
(67-2),



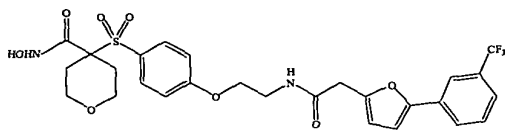
(67-3),



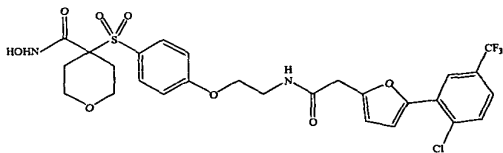
(67-4),



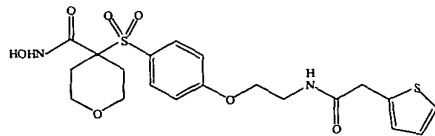
(67-5),



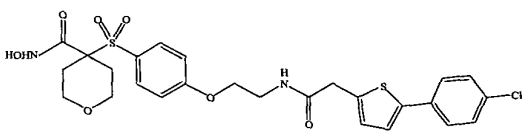
(67-6),



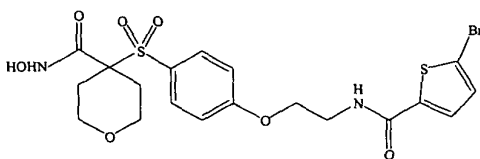
(67-7),



(67-8),



(67-9), and



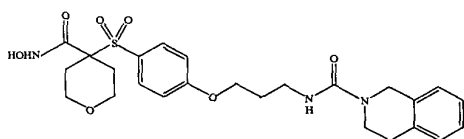
(67-10).

69. A compound or salt thereof according to claim 68, wherein E<sup>5</sup> is selected from the group consisting of indoliziny, pyridiny, pyranopyrroly, 4H-quinoliziny, puriny, naphthyridiny, pyridopyridiny, pteridiny, indoly, isoindoly, indoleniny, isoindazolyl, benzaziny, phthalaziny, quinoxaliny, quinazoliny, benzodiaziny, benzopyranyl, benzothiopyranyl, benzoxazolyl, indoxaziny, anthranily, benzodioxolyl, benzodioxanyl, benzoxadiazolyl, benzofuranyl, isobenzofuranyl, benzothienyl, isobenzothienyl, benzothiazolyl, benzothiadiazolyl, benzimidazolyl, benzotriazolyl, benzoxaziny, benzisoxaziny, and tetrahydroisoquinoliny, wherein:

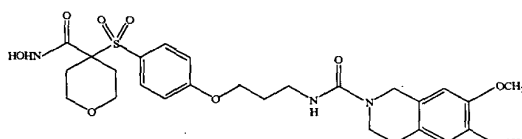
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, hydroxyaryl, and heteroaryl.

70. A compound or salt thereof according to claim 69, wherein E<sup>5</sup> is selected from the group consisting of benzaziny, benzofuranyl, tetrahydroisoquinoliny, indolyl, benzoxazolyl, benzothienyl, and benzothiazolyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

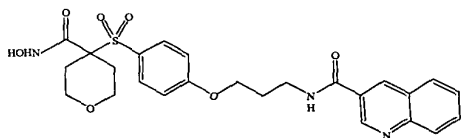
71. A compound or salt thereof according to claim 70, wherein the compound corresponds in structure to a formula selected from the group consisting of:



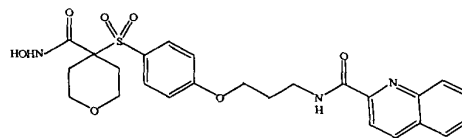
(71-1),



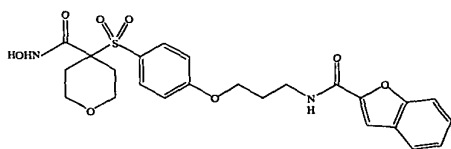
(71-2),



(71-3),

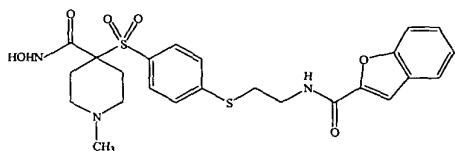


(71-4), and

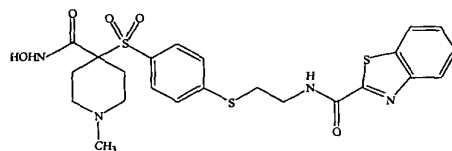


(71-5).

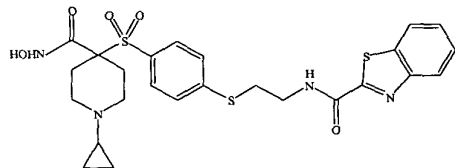
72. A compound or salt thereof according to claim 70, wherein the compound corresponds in structure to a formula selected from the group consisting of:



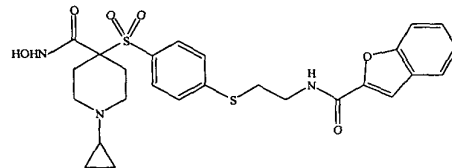
(72-1),



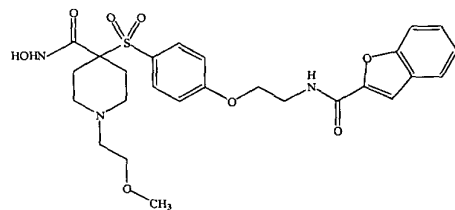
(72-2),



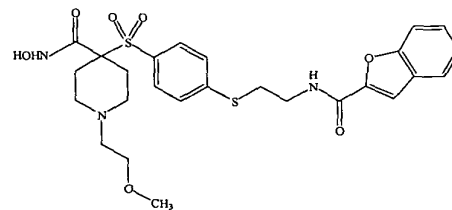
(72-3),



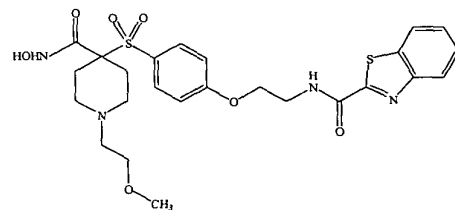
(72-4),



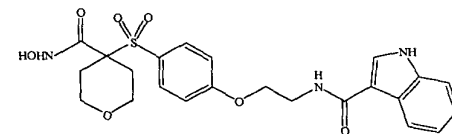
(72-5),



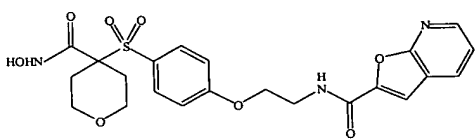
(72-6),



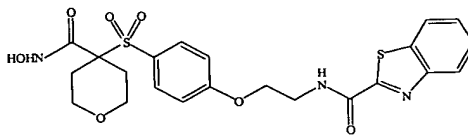
(72-7),



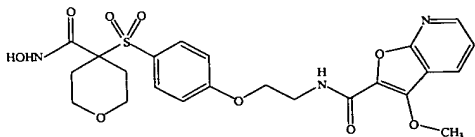
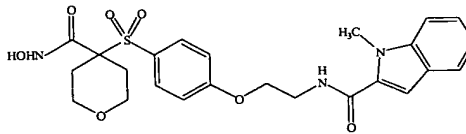
(72-8),



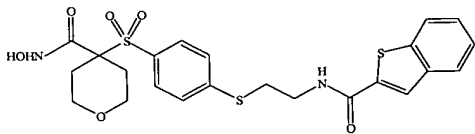
(72-9),



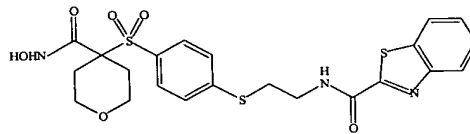
(72-10),


$$(72-11),$$


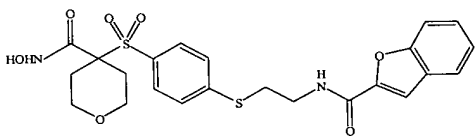
(72-12),



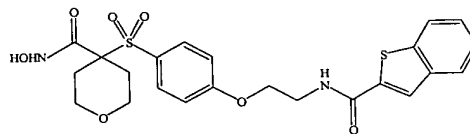
(72-13),



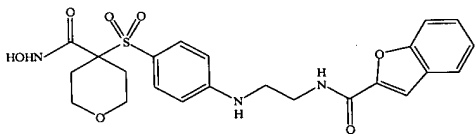
(72-14),



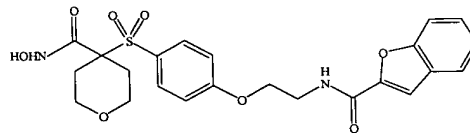
(72-15),



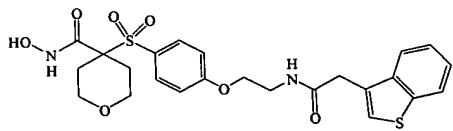
(72-16),



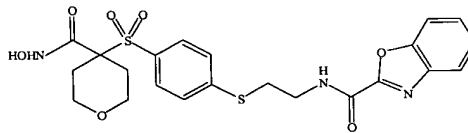
(72-17),



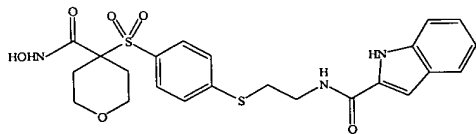
(72-18),



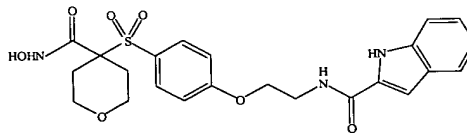
(72-19),



(72-20),



(72-21), and

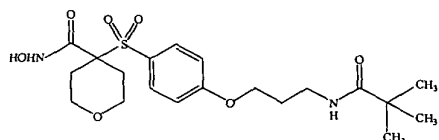


(72-22).

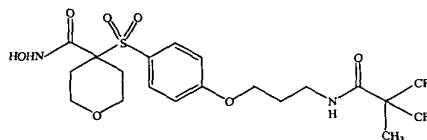
73. A compound or salt thereof according to claim 49, wherein E<sup>5</sup> is selected from the group consisting of -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, or

C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein any member (except -OH) of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN.

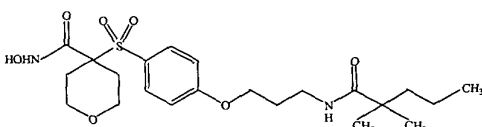
- 5            74. A compound or salt thereof according to claim 73, wherein the compound corresponds in structure to a formula selected from the group consisting of:



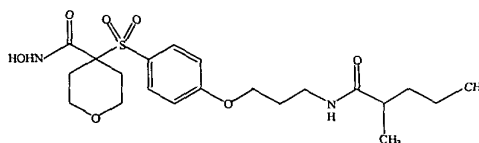
(74-1),



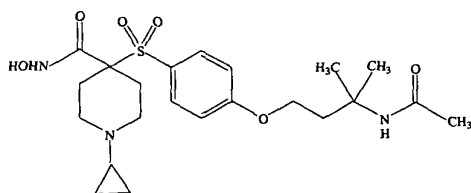
(74-2),



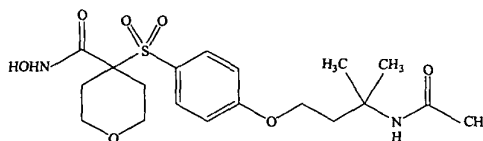
(74-3),



(74-4),



(74-5), and

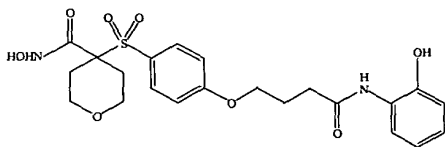


(74-6).

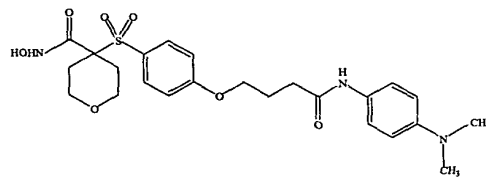
75. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -C(O)-N(R<sup>4</sup>)-.

- 10            76. A compound or salt thereof according to claim 75, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted
- 15            C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

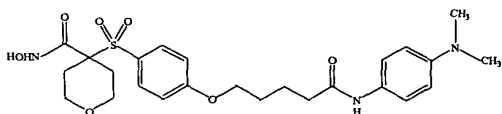
77. A compound or salt thereof according to claim 76, wherein the compound corresponds in structure to a formula selected from the group consisting of:



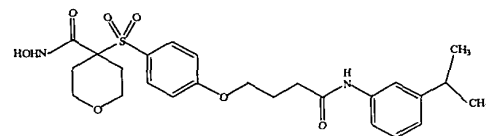
(77-1),



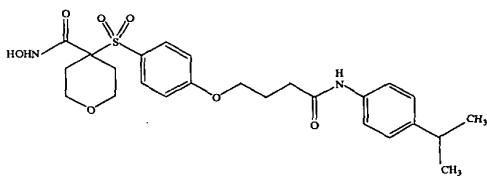
(77-2),



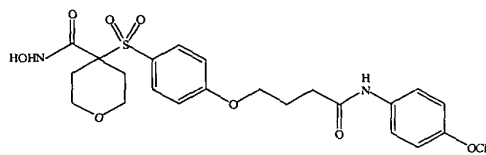
(77-3),



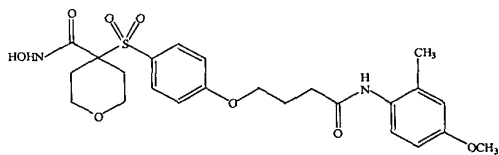
(77-4),



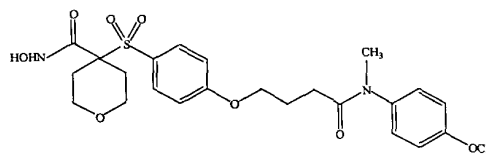
(77-5),



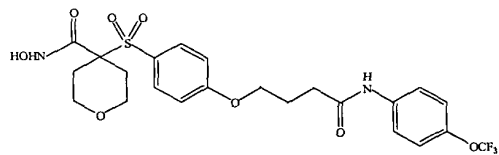
(77-6),



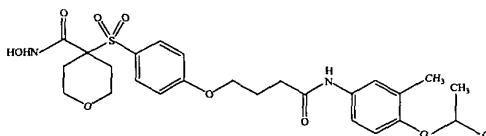
(77-7),



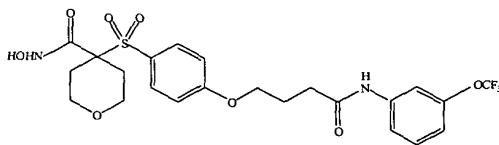
(77-8),



(77-9),

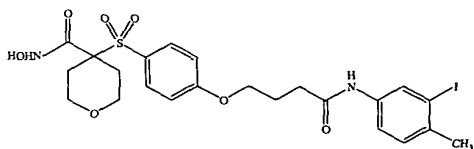


(77-10), and

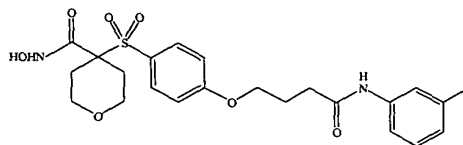


(77-11).

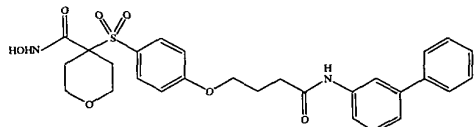
78. A compound or salt thereof according to claim 76, wherein the compound corresponds in structure to a formula selected from the group consisting of:



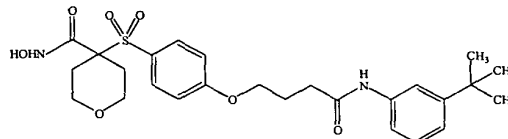
(78-1),



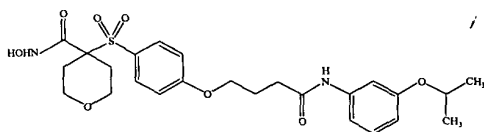
(78-2),



(78-3),



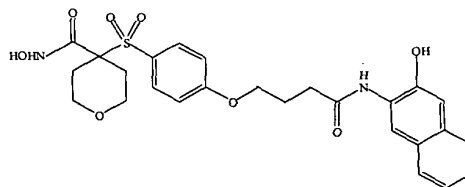
(78-4), and



(78-5).

79. A compound or salt thereof according to claim 75, wherein E<sup>5</sup> is naphthalenyl  
optionally substituted with one or more substituents independently selected from the group  
consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl,  
aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

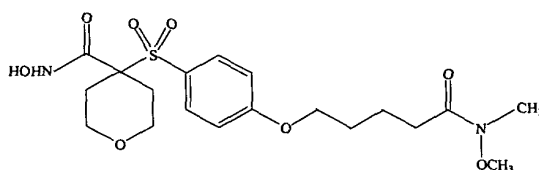
80. A compound or salt thereof according to claim 79, wherein the compound corresponds in structure to the following formula:



(80-1).

81. A compound or salt thereof according to claim 75, wherein E<sup>5</sup> is selected from the group consisting of -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, or C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein any member (except -OH) of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN.

82. A compound or salt thereof according to claim 81, wherein the compound corresponds in structure to the following formula:



(82-1).

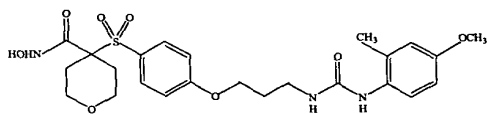
83. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -N(R<sup>4</sup>)-C(O)-N(R<sup>5</sup>)-.

15

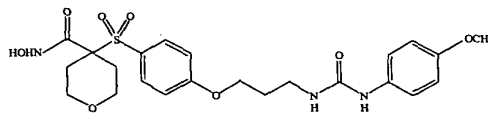
84. A compound or salt thereof according to claim 83, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

20

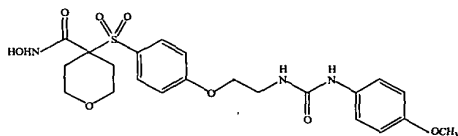
85. A compound or salt thereof according to claim 84, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(85-1),



(85-2), and

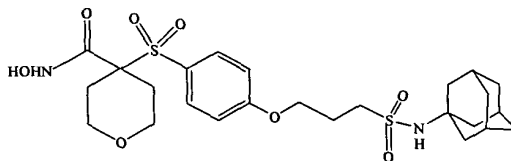


(85-3).

86. A compound or salt thereof according to claim 7, wherein  $E^3$  is  $-S(O)_2-N(R^4)-$ .

5

87. A compound or salt thereof according to claim 86, wherein the compound corresponds in structure to the following formula:



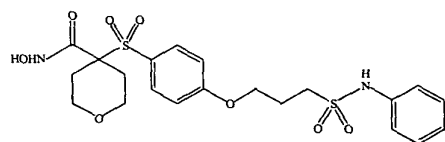
(87-3).

10

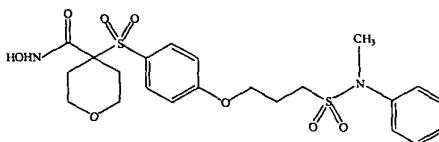
88. A compound or salt thereof according to claim 86, wherein  $E^5$  is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen,  $-OH$ ,  $-NO_2$ ,  $-CN$ ,  $C_1-C_6$ -alkyl,  $C_1-C_6$ -alkoxy,  $C_1-C_6$ -alkoxy- $C_1-C_6$ -alkyl,  $-N(R^{11})(R^{12})$ ,  $-C(O)(R^{13})$ ,  $-S-R^{11}$ ,  $-S(O)_2-R^{11}$ , aryl, aryl- $C_1-C_6$ -alkyl, halo- $C_1-C_6$ -alkyl, halo- $C_1-C_6$ -alkoxy, halogen-substituted  $C_1-C_6$ -alkoxy- $C_1-C_6$ -alkyl, haloaryl, halogen-substituted aryl- $C_1-C_6$ -alkyl,  $C_1-C_6$ -alkylaryl, halogen-substituted  $C_1-C_6$ -alkylaryl, hydroxyaryl, and heteroaryl.

15

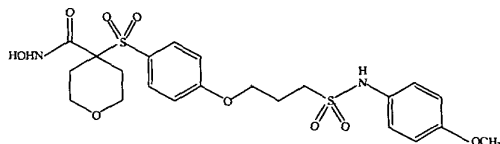
89. A compound or salt thereof according to claim 88, wherein the compound corresponds in structure to a formula selected from the group consisting of:



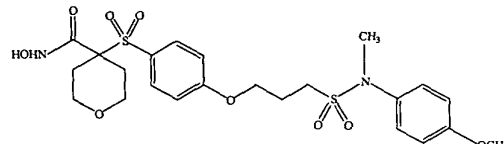
(89-1),



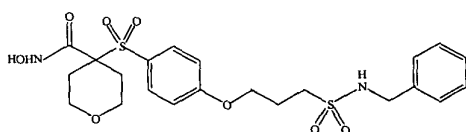
(89-2),



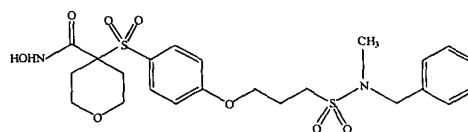
(89-3),



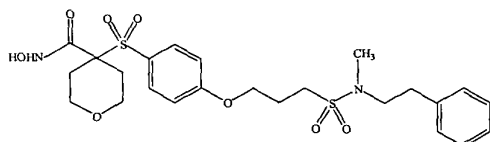
(89-4),



(89-5),



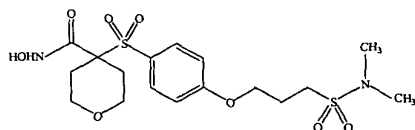
(89-6), and



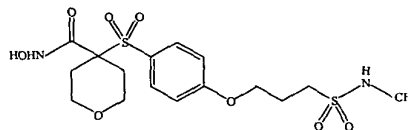
(89-7).

90. A compound or salt thereof according to claim 86, wherein E<sup>5</sup> is selected from the group consisting of -H, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, or C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein any member (except -H or -OH) of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN.

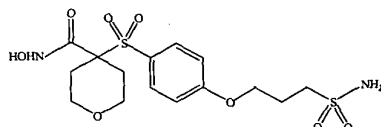
91. A compound or salt thereof according to claim 90, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(91-1),



(91-2), and



(91-3).

92. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -N(R<sup>4</sup>)-S(O)<sub>2</sub>-.

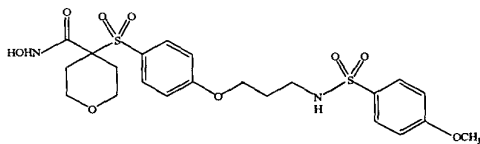
5

93. A compound or salt thereof according to claim 92, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

10

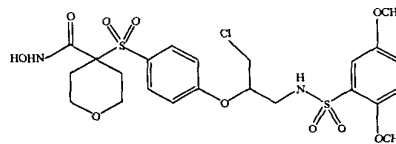
94. A compound or salt thereof according to claim 93, wherein the compound corresponds in structure to a formula selected from the group consisting of:

15



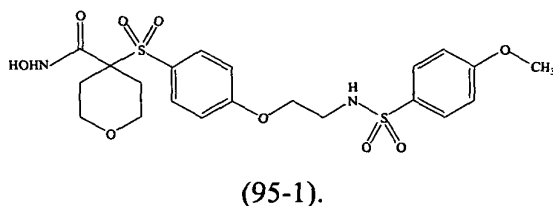
(94-1)

and



(94-2).

95. A compound or salt thereof according to claim 93, wherein the compound corresponds in structure to the following formula:



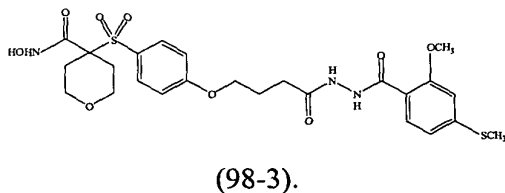
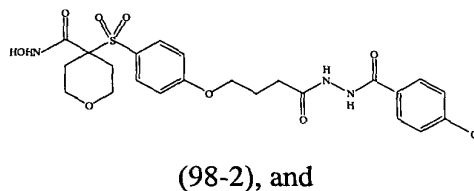
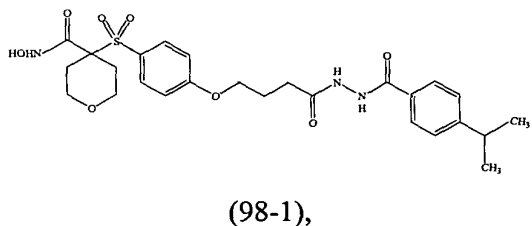
5

96. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -C(O)-N(R<sup>4</sup>)-N(R<sup>5</sup>)-C(O)-.

97. A compound or salt thereof according to claim 96, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

10  
15

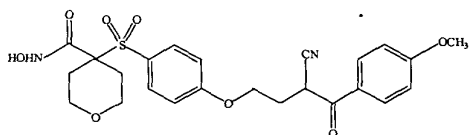
98. A compound or salt thereof according to claim 97, wherein the compound corresponds in structure to a formula selected from the group consisting of:



99. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is  
-C(R<sup>4</sup>)(R<sup>6</sup>)-C(O)-.

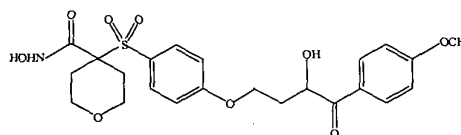
100. A compound or salt thereof according to claim 99, wherein E<sup>5</sup> is phenyl  
optionally substituted with one or more substituents independently selected from the group  
consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl,  
aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

101. A compound or salt thereof according to claim 100, wherein the compound  
corresponds in structure to a formula selected from the group consisting of:



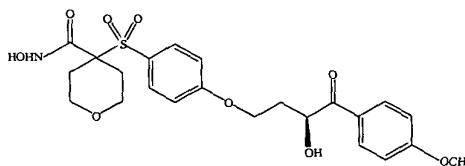
(101-1)

and



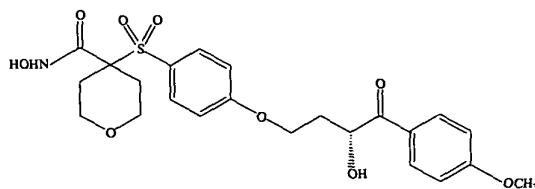
(101-2).

102. A compound or salt thereof according to claim 100, wherein the compound  
corresponds in structure to the following formula:



(102-1).

103. A compound or salt thereof according to claim 100, wherein the compound corresponds in structure to the following formula:



(103-1).

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104. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -O-C(O)-.

105. A compound or salt thereof according to claim 104, wherein E<sup>5</sup> is heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

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106. A compound or salt thereof according to claim 105, wherein E<sup>5</sup> is 2-fused-ring heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

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107. A compound or salt thereof according to claim 106, wherein E<sup>5</sup> is selected from the group consisting of indolizynyl, pyridinyl, pyranopyrrolyl, 4H-quinolizynyl, purinyl, naphthyridinyl, pyridopyridinyl, pteridinyl, indolyl, isoindolyl, indoleninyl, isoindazolyl, benzazynyl, phthalazynyl, quinoxalynyl, quinazolynyl, benzodiazynyl,

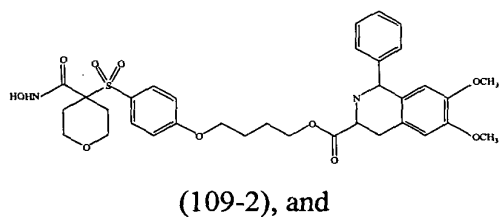
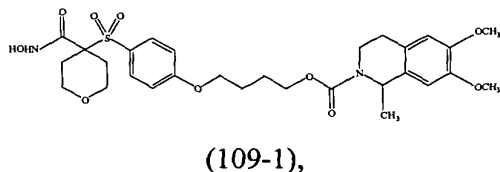
25

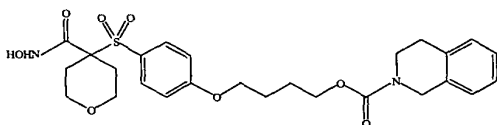
benzopyranyl, benzothiopyranyl, benzoxazolyl, indoxazinyl, anthranilyl, benzodioxolyl, benzodioxanyl, benzoxadiazolyl, benzofuranyl, isobenzofuranyl, benzothienyl, isobenzothienyl, benzothiazolyl, benzothiadiazolyl, benzimidazolyl, benzotriazolyl, benzoxazinyl, benzisoxazinyl, and tetrahydroisoquinoliny, wherein:

- 5                   any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.
- 10

108. A compound or salt thereof according to claim 107, wherein E<sup>5</sup> is tetrahydroisoquinoliny optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.
- 15
- 20

109. A compound or salt thereof according to claim 108, wherein the compound corresponds in structure to a formula selected from the group consisting of:





(109-3).

110. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -N(R<sup>4</sup>)-

111. A compound or salt thereof according to claim 110, wherein E<sup>5</sup> is  
5 heterocyclcyl optionally is substituted with one or more substituents independently selected  
from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl,  
aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl,  
10 halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

112. A compound or salt thereof according to claim 111, wherein E<sup>5</sup> is  
2-fused-ring heterocyclcyl optionally substituted with one or more substituents  
independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN,  
15 C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>,  
-S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted  
aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and  
heteroaryl.

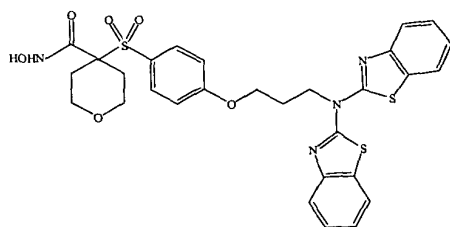
113. A compound or salt thereof according to claim 112, wherein E<sup>5</sup> is selected  
from the group consisting of indoliziny, pyrindiny, pyranopyrroly, 4H-quinoliziny,  
puriny, naphthyridiny, pyridopyridiny, pteridiny, indoly, isoindoly, indoleniny,  
isoindazolyl, benzaziny, phthalaziny, quinoxaliny, quinazoliny, benzodiaziny,  
25 benzopyrany, benzothiopyrany, benzoxazolyl, indoxaziny, anthranily, benzodioxoly,  
benzodioxany, benzoxadiazoly, benzofurany, isobenzofurany, benzothiény,

isobenzothienyl, benzothiazolyl, benzothiadiazolyl, benzimidazolyl, benzotriazolyl, benzoxazinyl, benzisoxazinyl, and tetrahydroisoquinolinyl, wherein:

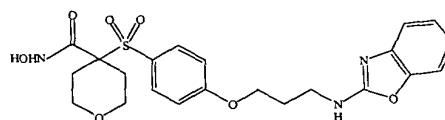
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

114. A compound or salt thereof according to claim 113, wherein E<sup>5</sup> is selected from the group consisting of benzoxazolyl, benzothiazolyl, and benzimidazolyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

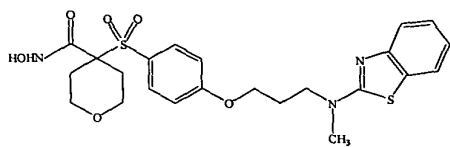
115. A compound or salt thereof according to claim 114, wherein the compound corresponds in structure to a formula selected from the group consisting of:



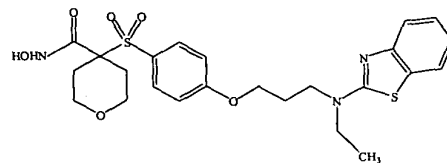
(115-1),



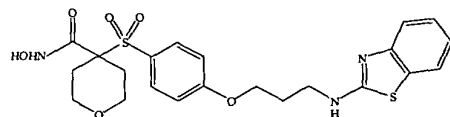
(115-2),



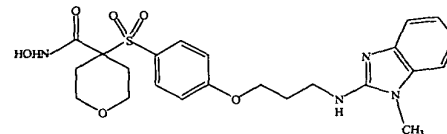
(115-3),



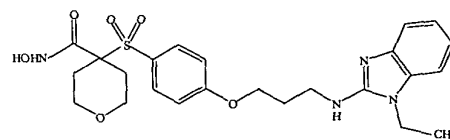
(115-4),



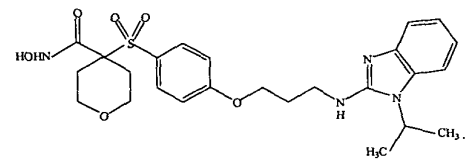
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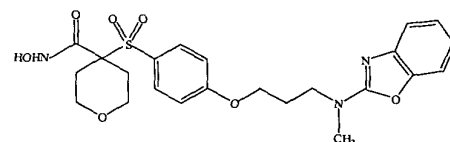
(115-6),



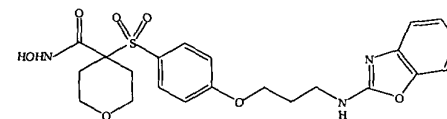
(115-7),



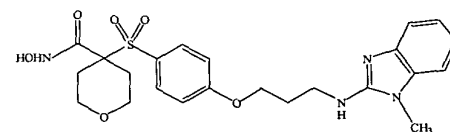
(115-8),



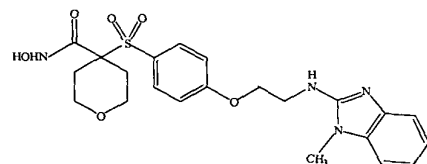
(115-9),



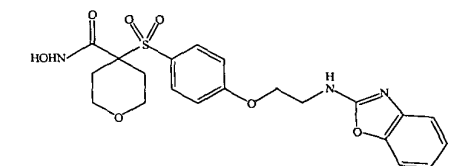
(115-10),



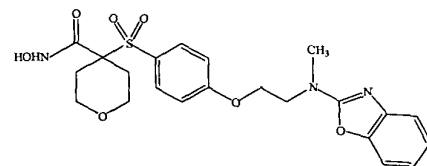
(115-11),



(115-12),



(115-13), and

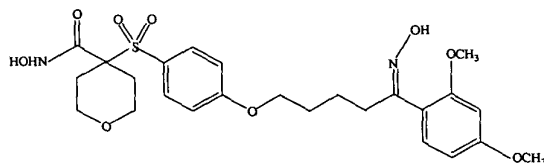


(115-14).

116. A compound or salt thereof according to claim 7, wherein  $E^3$  is  $-C(NR^3)-$ .

117. A compound or salt thereof according to claim 116, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

118. A compound or salt thereof according to claim 117, wherein the compound corresponds in structure to the following formula:

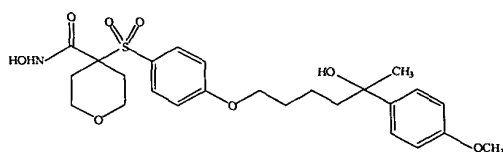


(118-1).

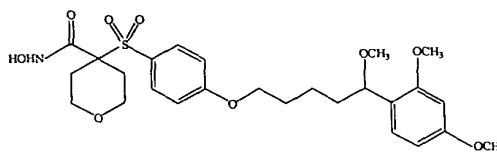
119. A compound or salt thereof according to claim 7, wherein E<sup>3</sup> is -C(R<sup>7</sup>)(R<sup>8</sup>)-.

120. A compound or salt thereof according to claim 119, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, aryl, aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, haloaryl, halogen-substituted aryl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylaryl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylaryl, hydroxyaryl, and heteroaryl.

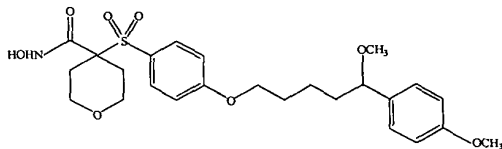
121. A compound or salt thereof according to claim 120, wherein the compound corresponds in structure to a formula selected from the group consisting of:



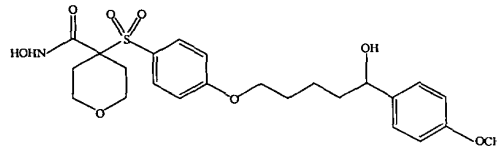
(121-1),



(121-2)



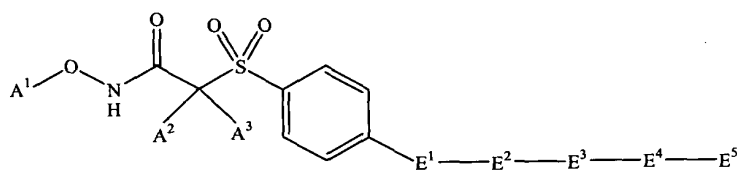
(121-3), and



(121-4).

122. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 122-1:



(122-1); and

A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl,

heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E<sup>1</sup> is selected from the group consisting of -O-, -S(O)<sub>2</sub>-, -S(O)-, -N(R<sup>1</sup>)-, -C(O)-N(R<sup>1</sup>)-, -N(R<sup>1</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E<sup>2</sup> forms a link of at least 2 carbon atoms between E<sup>1</sup> and E<sup>3</sup>; and

5 E<sup>3</sup> is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl has 5 or 6 ring members and optionally is substituted; and

E<sup>4</sup> is selected from the group consisting of a bond, alkyl, alkenyl, -O-, and, -N(R<sup>3</sup>)-, wherein the alkyl or alkenyl optionally is substituted; and

10 E<sup>5</sup> is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl optionally is substituted; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

R<sup>3</sup> is selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

15 neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>2</sup>, E<sup>3</sup>, E<sup>4</sup>, or E<sup>5</sup>.

123. A compound or salt thereof according to claim 122, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, 20 heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>4</sup>)(R<sup>5</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), 25 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>4</sup>)(R<sup>5</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of C<sub>2</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and 30 halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>3</sup> is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl:

has 5 or 6 ring members, and

optionally is substituted with one or more substituents independently

5 selected from the group consisting of halogen, -OH, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein:

any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the  
10 group consisting of halogen, -OH, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkylthio, and halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

E<sup>4</sup> is selected from the group consisting of a bond, -O-, -N(R<sup>3</sup>)-, C<sub>1</sub>-C<sub>20</sub>-alkyl, and  
15 C<sub>2</sub>-C<sub>20</sub>-alkenyl, wherein the C<sub>1</sub>-C<sub>20</sub>-alkyl or C<sub>2</sub>-C<sub>20</sub>-alkenyl optionally is substituted with one or more substituents independently selected from the group consisting of:

halogen, and

carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl,  
20 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, halocarbocyclyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

E<sup>5</sup> is selected from the group consisting of carbocyclyl and heterocyclyl, wherein  
25 the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
30 halocarbocyclyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

$R^1$  and  $R^2$  are independently selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl, and halo- $C_1$ - $C_8$ -alkyl; and

$R^3$  is selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl, and halo- $C_1$ - $C_8$ -alkyl; and

5         $R^4$  and  $R^5$  are independently selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl,  $C_1$ - $C_8$ -alkoxycarbonyl,  $C_1$ - $C_8$ -alkylcarbonyl, carbocyclyl- $C_1$ - $C_8$ -alkyl, and carbocyclyl- $C_1$ - $C_8$ -alkoxycarbonyl; and

10         $R^6$  and  $R^7$  are independently selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl, carbocyclyl, carbocyclyl- $C_1$ - $C_8$ -alkyl, heterocyclyl, heterocyclyl- $C_1$ - $C_8$ -alkyl, halo- $C_1$ - $C_8$ -alkyl, halocarbocyclyl, halogen-substituted carbocyclyl- $C_1$ - $C_8$ -alkyl, haloheterocyclyl, and halogen-substituted heterocyclyl- $C_1$ - $C_8$ -alkyl; and

$R^8$  is selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl,  $-O-R^9$ ,  $-N(R^9)(R^{10})$ , carbocyclyl- $C_1$ - $C_8$ -alkyl, heterocyclyl- $C_1$ - $C_8$ -alkyl, halo- $C_1$ - $C_8$ -alkyl, halogen-substituted carbocyclyl- $C_1$ - $C_8$ -alkyl, and halogen-substituted heterocyclyl- $C_1$ - $C_8$ -alkyl; and

15         $R^9$  and  $R^{10}$  are independently selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl, carbocyclyl, carbocyclyl- $C_1$ - $C_8$ -alkyl, heterocyclyl, heterocyclyl- $C_1$ - $C_8$ -alkyl, halo- $C_1$ - $C_8$ -alkyl, halocarbocyclyl, halogen-substituted carbocyclyl- $C_1$ - $C_8$ -alkyl, haloheterocyclyl, and halogen-substituted heterocyclyl- $C_1$ - $C_8$ -alkyl.

20        124. A compound or salt thereof according to claim 123, wherein  $A^1$  is -H.

125. A compound or salt thereof according to claim 124, wherein:

$E^2$  is  $C_2$ - $C_6$ -alkyl optionally substituted with one or more halogen; and

25         $E^3$  is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl:

has 5 or 6 ring members, and

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto,  $C_1$ - $C_6$ -alkyl,  $C_1$ - $C_6$ -alkoxy,  $C_1$ - $C_6$ -alkoxy- $C_1$ - $C_6$ -alkyl, carbocyclyl, carbocyclyl- $C_1$ - $C_6$ -alkyl, 30        heterocyclyl, and heterocyclyl- $C_1$ - $C_6$ -alkyl, wherein:

any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio; and

E<sup>4</sup> is selected from the group consisting of a bond, -O-, -N(R<sup>3</sup>)-, C<sub>1</sub>-C<sub>3</sub>-alkyl, and C<sub>2</sub>-C<sub>3</sub>-alkenyl, wherein the C<sub>1</sub>-C<sub>3</sub>-alkyl or C<sub>2</sub>-C<sub>3</sub>-alkenyl optionally is substituted with one or more substituents independently selected from the group consisting of:

halogen, and

carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halocarbocyclyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>5</sup> is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halocarbocyclyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

R<sup>3</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

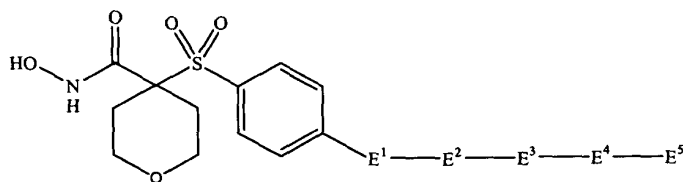
R<sup>6</sup> and R<sup>7</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

$R^8$  is selected from the group consisting of -H,  $C_1$ - $C_6$ -alkyl,  $-O-R^9$ ,  $-N(R^9)(R^{10})$ , carbocyclyl- $C_1$ - $C_6$ -alkyl, heterocyclyl- $C_1$ - $C_6$ -alkyl, halo- $C_1$ - $C_6$ -alkyl, halogen-substituted carbocyclyl- $C_1$ - $C_6$ -alkyl, and halogen-substituted heterocyclyl- $C_1$ - $C_6$ -alkyl; and

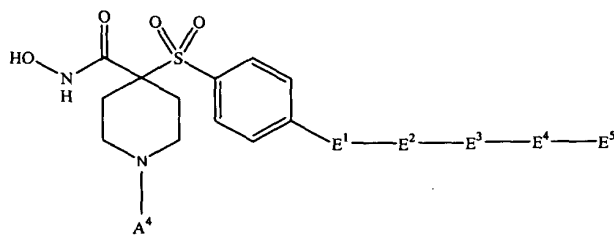
$R^9$  and  $R^{10}$  are independently selected from the group consisting of -H,  
5  $C_1$ - $C_6$ -alkyl, carbocyclyl, carbocyclyl- $C_1$ - $C_6$ -alkyl, heterocyclyl, heterocyclyl- $C_1$ - $C_6$ -alkyl, halo- $C_1$ - $C_6$ -alkyl, halocarbocyclyl, halogen-substituted carbocyclyl- $C_1$ - $C_6$ -alkyl, haloheterocyclyl, and halogen-substituted heterocyclyl- $C_1$ - $C_6$ -alkyl.

126. A compound or salt thereof according to claim 125, wherein  $A^2$  and  $A^3$ ,  
10 together with the carbon atom to which they both are attached, form an optionally-substituted heterocyclyl containing either 5 or 6 ring members.

127. A compound or salt thereof according to claim 126, wherein:  
the compound corresponds in structure to a formula selected from the group  
15 consisting of:



(127-1) and



(127-2); and

$A^4$  is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, alkoxy carbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsufoxidoalkyl, alkylthioalkenyl,

alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl,  
carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl,  
carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl,  
carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl,  
5 carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl,  
heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl,  
heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl,  
heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl,  
heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,  
10 heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,  
aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,  
aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

15 128. A compound or salt thereof according to claim 127, wherein:  
A<sup>4</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylsulfonyl,  
20 C<sub>1</sub>-C<sub>8</sub>-alkyliminocarbonyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkylthio-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylthio-C<sub>2</sub>-C<sub>8</sub>-alkenyl,  
C<sub>1</sub>-C<sub>8</sub>-alkylsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylsulfoxido-C<sub>2</sub>-C<sub>8</sub>-alkenyl,  
C<sub>1</sub>-C<sub>8</sub>-alkylsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylsulfonyl-C<sub>2</sub>-C<sub>8</sub>-alkenyl, carbocyclyl,  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylcarbonyl,  
25 carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl,  
carbocyclylthio-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylthio-C<sub>2</sub>-C<sub>8</sub>-alkenyl,  
carbocyclylsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylsulfoxido-C<sub>2</sub>-C<sub>8</sub>-alkenyl,  
carbocyclylsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclylsulfonyl-C<sub>2</sub>-C<sub>8</sub>-alkenyl, heterocyclyl,  
heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylcarbonyl,  
30 heterocyclylthio-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
heterocyclylsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclylthio-C<sub>2</sub>-C<sub>8</sub>-alkenyl,

- heterocyclisulfoxido-C<sub>2</sub>-C<sub>8</sub>-alkenyl, heterocyclisulfonyl-C<sub>2</sub>-C<sub>8</sub>-alkenyl,  
heterocyclisulfonyl, heterocyclyliminocarbonyl, heterocycl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
heterocyclcarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclisulfonyl,  
heterocyclcarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, N(R<sup>11</sup>)(R<sup>12</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
5 N(R<sup>11</sup>)(R<sup>12</sup>)-carbonyl, N(R<sup>11</sup>)(R<sup>12</sup>)-carbonyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
N(R<sup>11</sup>)(R<sup>12</sup>)-sulfonyl, N(R<sup>11</sup>)(R<sup>12</sup>)-sulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, N(R<sup>11</sup>)(R<sup>12</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
N(R<sup>11</sup>)(R<sup>12</sup>)-carbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and N(R<sup>11</sup>)(R<sup>12</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylsulfonyl, wherein:  
any member (except -H) of such group optionally is substituted with one or  
more substituents independently selected from the group consisting of halogen,  
10 -OH, -CN, -C(O)-OH, -SH, -SO<sub>3</sub>H, and NO<sub>2</sub>; and  
R<sup>11</sup> and R<sup>12</sup> are independently selected from the group consisting of -H, -OH,  
C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkyl-carbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl,  
C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkyl-thio-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkyl-sulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkyl-sulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocycl, carbocycl-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
15 carbocyclcarbonyl, carbocycl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclthio-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocycl,  
heterocycl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocycl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclcarbonyl,  
heterocyclthio-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclsulfoxido-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
heterocyclsulfonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, aminocarbonyl-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
20 C<sub>1</sub>-C<sub>8</sub>-alkyloxycarbonylamino-C<sub>1</sub>-C<sub>8</sub>-alkyl, and amino-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein:  
any member (except -H or -OH) of such group optionally is substituted  
with one or more substituents independently selected from the group consisting of  
halogen, -OH, -CN, -C(O)-OH, -SH, -SO<sub>3</sub>H, and NO<sub>2</sub>, and  
the nitrogen of the amino-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with 1 or 2  
25 substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocycl, and carbocycl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and  
no greater than one of R<sup>11</sup> or R<sup>12</sup> is -OH.

129. A compound or salt thereof according to claim 128, wherein A<sup>4</sup> is selected  
30 from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocycl,

carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylsulfonyl, C<sub>3</sub>-C<sub>6</sub>-alkenyl, C<sub>3</sub>-C<sub>6</sub>-alkynyl, wherein any member (except -H) of such group optionally is substituted with halogen.

130. A compound or salt thereof according to claim 129, wherein A<sup>4</sup> is selected  
5 from the group consisting of -H, C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>2</sub>-alkoxy-C<sub>1</sub>-C<sub>3</sub>-alkyl, C<sub>3</sub>-C<sub>6</sub>-cycloalkyl, C<sub>3</sub>-C<sub>6</sub>-cycloalkyl-C<sub>1</sub>-C<sub>3</sub>-alkyl, phenyl, phenyl-C<sub>1</sub>-C<sub>3</sub>-alkyl, C<sub>1</sub>-C<sub>2</sub>-alkylsulfonyl, C<sub>3</sub>-C<sub>4</sub>-alkenyl, C<sub>3</sub>-C<sub>4</sub>-alkynyl, wherein any member (except -H) of such group optionally is substituted with halogen.

10 131. A compound or salt thereof according to claim 130, wherein A<sup>4</sup> is selected from the group consisting of -H, ethyl, methoxyethyl, cyclopropyl, cyclopropylmethyl, benzyl, methylsulfonyl, C<sub>3</sub>-alkenyl, and C<sub>3</sub>-alkynyl, wherein any member (except -H) of such group optionally is substituted with halogen.

15 132. A compound or salt thereof according to claim 131, wherein A<sup>4</sup> is selected from the group consisting of -H, ethyl, methoxyethyl, cyclopropyl, cyclopropylmethyl, and benzyl, wherein any member (except -H) of such group optionally is substituted with halogen.

20 133. A compound or salt thereof according to claim 128, wherein the salt comprises an acid selected from the group consisting of HCl and CF<sub>3</sub>COOH.

134. A compound or salt thereof according to claim 128, wherein E<sup>2</sup> is C<sub>2</sub>-C<sub>5</sub>-alkyl optionally substituted with one or more halogen.

25 135. A compound or salt thereof according to claim 134, wherein E<sup>2</sup> is -(CH<sub>2</sub>)<sub>m</sub>-, and m is from 2 to 5.

136. A compound or salt thereof according to claim 135, wherein E<sup>4</sup> is a bond.

30

137. A compound or salt thereof according to claim 128, wherein E<sup>3</sup> is heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, and halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio.

138. A compound or salt thereof according to claim 137, wherein E<sup>3</sup> is selected from the group consisting of furanyl, tetrahydropyranyl, dihydrofuranyl, tetrahydrofuranyl, thiophenyl, dihydrothiophenyl, tetrahydrothiophenyl, pyrrolyl, isopyrrolyl, pyrrolinyl, pyrrolidinyl, imidazolyl, isoimidazolyl, imidazolinyl, imidazolidinyl, pyrazolyl, pyrazolinyl, pyrazolidinyl, triazolyl, tetrazolyl, dithiolyl, oxathiyl, oxazolyl, isoxazolyl, oxazolidinyl, isoxazolidinyl, thiazolyl, isothiazolyl, thiazolinyl, isothiazolinyl, thiazolidinyl, isothiazolidinyl, thiodiazolyl, oxathiazolyl, oxadiazolyl, oxatriazolyl, dioxazolyl, oxathiazolyl, oxathiyl, oxathiolanyl, pyranyl, dihydropyranyl, pyridinyl, piperidinyl, diazinyl, piperazinyl, triazinyl, oxazinyl, isoxazinyl, oxathiazinyl, oxadiazinyl, morpholinyl, azepinyl, oxepinyl, thiepinyl, diazepinyl, indolizinyl, pyrindinyl, pyranopyrrolyl, 4H-quinolizinyl, purinyl, naphthyridinyl, pyridopyridinyl, pteridinyl, indolyl, isoindolyl, indoleninyl, isoindazolyl, benzazinyl, phthalazinyl, quinoxalinyl, quinazolinyl, benzodiazinyl, benzopyranyl, benzothiopyranyl, benzoxazolyl, indoxazinyl, anthranilyl, benzodioxolyl, benzodioxanyl, benzoxadiazolyl, benzofuranyl, isobenzofuranyl, benzothienyl, isobenzothienyl, benzothiazolyl, benzothiadiazolyl, benzimidazolyl, benzotriazolyl, benzoxazinyl, benzisoxazinyl, tetrahydroisoquinolinyl, carbazolyl, xanthenyl, and acridinyl, wherein

any member of such group optionally is substituted (to the extent such member contains a substitutable hydrogen(s)) with one or more substituents

independently selected from the group consisting of halogen, -OH, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, and halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

5                   any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and  
10                   halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio.

139. A compound or salt thereof according to claim 137, wherein E<sup>3</sup> contains no greater than one heteroatom ring member.

15           140. A compound or salt thereof according to claim 139, wherein E<sup>3</sup> is selected from the group consisting of furanyl, tetrahydropyranyl, dihydrofuranyl, tetrahydrofuranyl, thiophenyl, dihydrothiophenyl, tetrahydrothiophenyl, pyrrolinyl, pyrrolyl, isopyrrolyl, pyrrolidinyl, pyridinyl, piperidinyl, pyranal, dihydropyranyl, and tetrahydropyranyl, wherein:

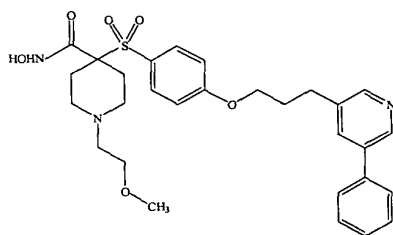
20                   any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:  
                          any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the  
25                   group consisting of halogen and -OH.

141. A compound or salt thereof according to claim 139, wherein E<sup>3</sup> is pyridinyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
30           wherein:

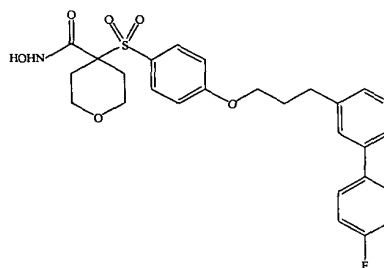
any such substituent (except halogen or -OH) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

- 5           142. A compound or salt thereof according to claim 141, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted
- 10 C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

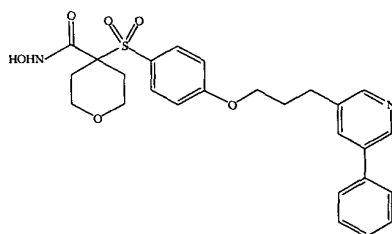
143. A compound or salt thereof according to claim 142, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(143-1),

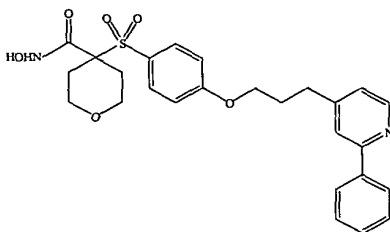


(143-2), and



(143-3).

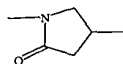
144. A compound or salt thereof according to claim 142, wherein the compound corresponds in structure to the following formula:



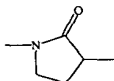
(144-1).

5

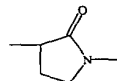
145. A compound or salt thereof according to claim 139, wherein:  
 $E^3$  is selected from the group consisting of:



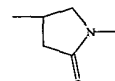
(145-1),



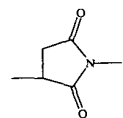
(145-2),



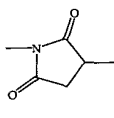
(145-3),



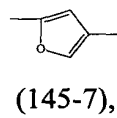
(145-4),



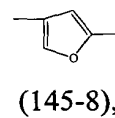
(145-5),



(145-6),



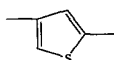
(145-7),



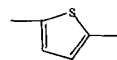
(145-8),



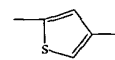
(145-9),



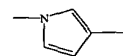
(145-10),



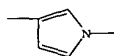
(145-11),



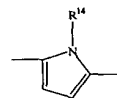
(145-12),



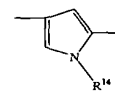
(145-13),



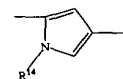
(145-14),



(145-15),



(145-16), and



(145-17); and

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

10

any such substituent (except halogen or -OH) optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio; and

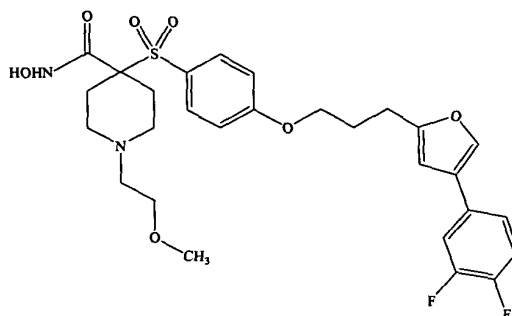
R<sup>14</sup> is selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein

any member (except halogen or -OH) of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio.

146. A compound or salt thereof according to claim 145, wherein E<sup>3</sup> is furanyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

147. A compound or salt thereof according to claim 146, wherein the compound corresponds in structure to the following formula:



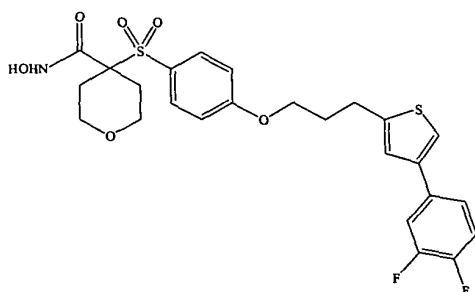
(147-1).

5

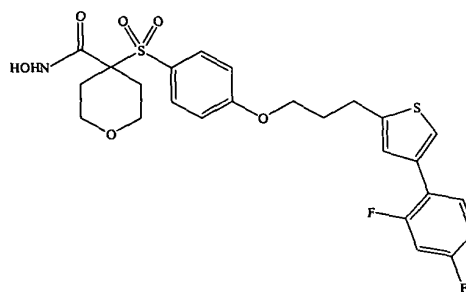
148. A compound or salt thereof according to claim 145, wherein E<sup>3</sup> is thienyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

10 any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

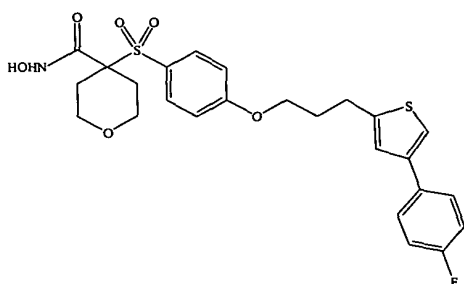
149. A compound or salt thereof according to claim 148, wherein the compound  
15 corresponds in structure to a formula selected from the group consisting of:



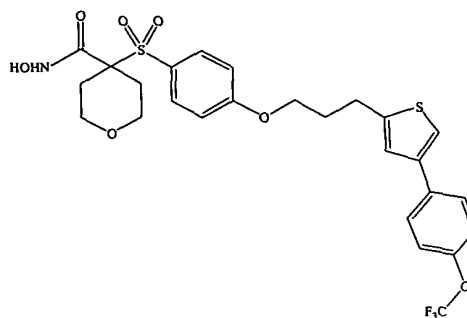
(149-1),



(149-2),

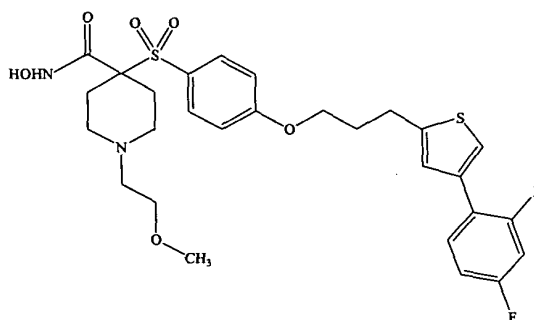


(149-3), and



(149-4).

150. A compound or salt thereof according to claim 148, wherein the compound corresponds in structure to the following formula:



(150-1).

5

151. A compound or salt thereof according to claim 145, wherein E<sup>3</sup> is pyrrolidinyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

10

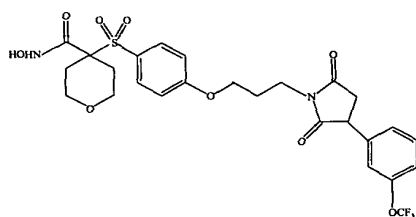
any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

152. A compound or salt thereof according to claim 151, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl,

15

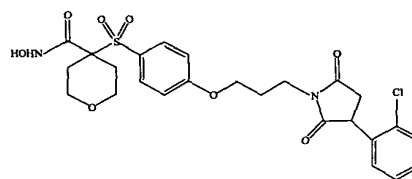
phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

153. A compound or salt thereof according to claim 152, wherein the compound  
5 corresponds in structure to a formula selected from the group consisting of:



(153-1)

and



(153-2).

154. A compound or salt thereof according to claim 137, wherein E<sup>3</sup> contains no  
greater and no less than two heteroatom ring members.

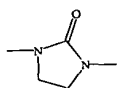
155. A compound or salt thereof according to claim 154, wherein E<sup>3</sup> is selected  
from the group consisting of pyrazolyl, pyrazolinyl, pyrazolidinyl, imidazolyl,  
isoimidazolyl, imidazoliny, imidazolidinyl, dithiolyl, thiazolyl, isothiazolyl, thiazolinyl,  
isothiazolinyl, thiazolidinyl, isothiazolidinyl, oxathiolyl, oxathiolanyl, oxazolyl,  
isoxazolyl, oxazolidinyl, isoxazolidinyl, pyridinyl, piperazinyl, pyrimidinyl, pyridazinyl,  
15 oxazinyl, and morpholinyl, wherein:

any member of such group optionally is substituted with one or more  
substituents independently selected from the group consisting of halogen, -OH,  
keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

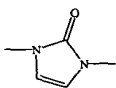
- any such substituent (except halogen, -OH, or keto) optionally is  
20 substituted with one or more substituents independently selected from the  
group consisting of halogen and -OH.

156. A compound or salt thereof according to claim 154, wherein:

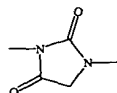
E<sup>3</sup> is selected from the group consisting of:



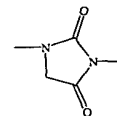
(156-1),



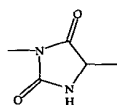
(156-2),



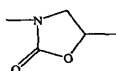
(156-3),



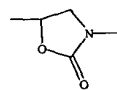
(156-4),



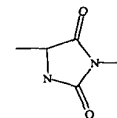
(156-5),



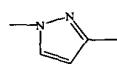
(156-6),



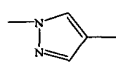
(156-7),



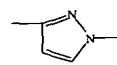
(156-8),



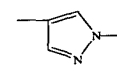
(156-9),



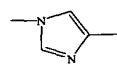
(156-10),



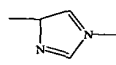
(156-11),



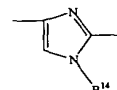
(156-12),



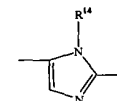
(156-13),



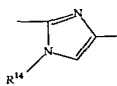
(156-14),



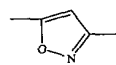
(156-15),



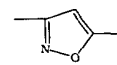
(156-16),



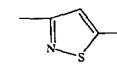
(156-17),



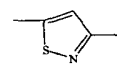
(156-18),



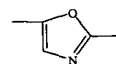
(156-19),



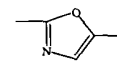
(156-20),



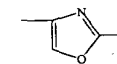
(156-21),



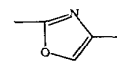
(156-22),



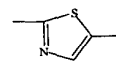
(156-23),



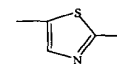
(156-24),



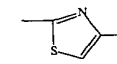
(156-25),



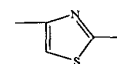
(156-26),



(156-27),



(156-28), and



(156-29); and

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl,

- 5 C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

any such substituent (except halogen or -OH) optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio; and R<sup>14</sup> is selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

any member (except halogen or -OH) of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio.

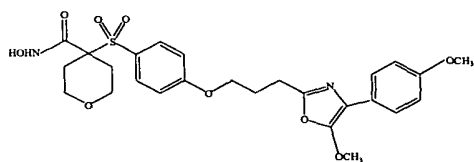
157. A compound or salt thereof according to claim 156, wherein E<sup>3</sup> is selected from the group consisting of oxazolyl and isoxazolyl, wherein:

the oxazolyl or isoxazolyl is optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

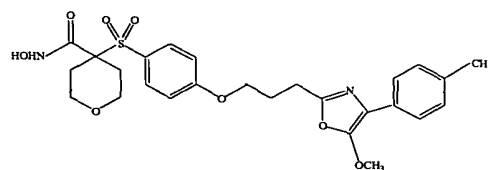
any such substituent (except halogen or -OH) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

158. A compound or salt thereof according to claim 157, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

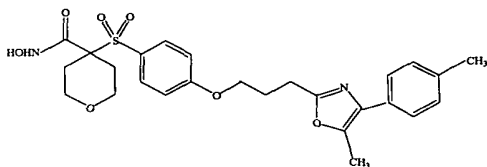
159. A compound or salt thereof according to claim 158, wherein the compound corresponds in structure to a formula selected from the group consisting of:



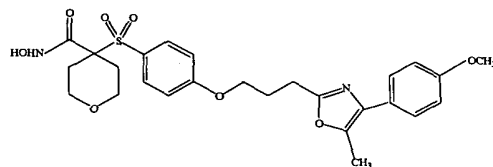
(159-1),



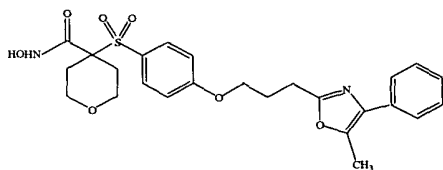
(159-2),



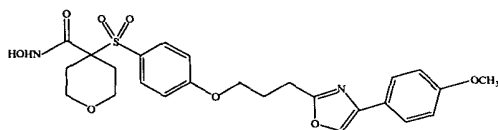
(159-3),



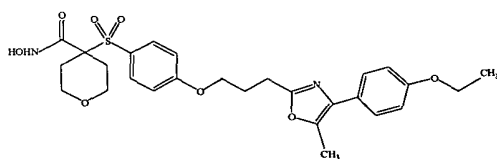
(159-4),



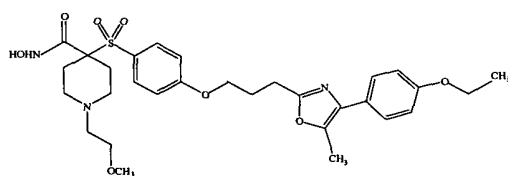
(159-5),



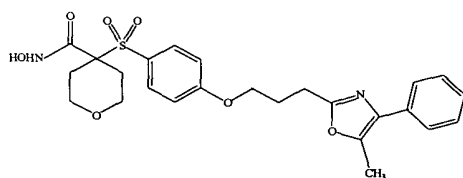
(159-6),



(159-7),



(159-8), and



(159-9).

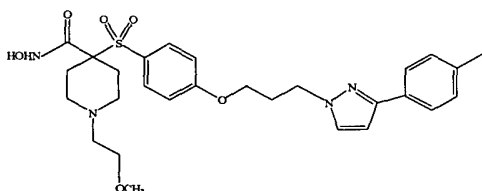
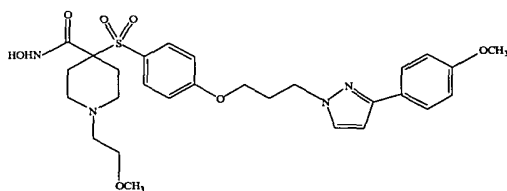
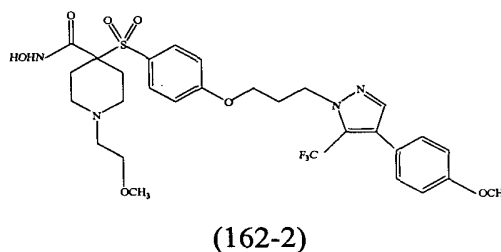
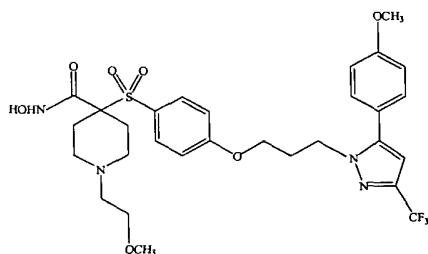
160. A compound or salt thereof according to claim 156, wherein E<sup>3</sup> is selected from the group consisting of pyrazolyl and isoimidazolyl, wherein:

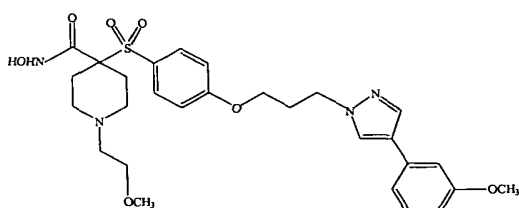
the pyrazolyl and isoimidazolyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

any such substituent (except halogen or -OH) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

161. A compound or salt thereof according to claim 160, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

162. A compound or salt thereof according to claim 161, wherein the compound corresponds in structure to a formula selected from the group consisting of:





(162-5).

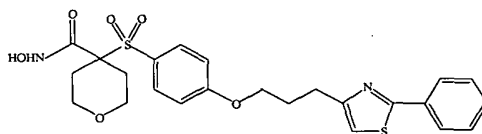
163. A compound or salt thereof according to claim 156, wherein  $E^3$  is selected from the group consisting of thiazolyl and isothiazolyl, wherein:

the thiazolyl and isothiazolyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH,  $C_1$ - $C_6$ -alkyl,  $C_1$ - $C_6$ -alkoxy, and  $C_1$ - $C_6$ -alkoxy- $C_1$ - $C_6$ -alkyl, wherein:

any such substituent (except halogen or -OH) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

164. A compound or salt thereof according to claim 163, wherein  $E^5$  is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN,  $C_1$ - $C_6$ -alkyl,  $C_2$ - $C_6$ -alkenyl,  $C_2$ - $C_6$ -alkynyl,  $C_1$ - $C_6$ -alkoxy,  $C_1$ - $C_6$ -alkoxy- $C_1$ - $C_6$ -alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl- $C_1$ - $C_6$ -alkyl, halo- $C_1$ - $C_6$ -alkyl, halo- $C_1$ - $C_6$ -alkoxy, halogen-substituted  $C_1$ - $C_6$ -alkoxy- $C_1$ - $C_6$ -alkyl, halophenyl, and halogen-substituted phenyl- $C_1$ - $C_6$ -alkyl.

165. A compound or salt thereof according to claim 164, wherein the compound corresponds in structure to the following formula:



(165-1).

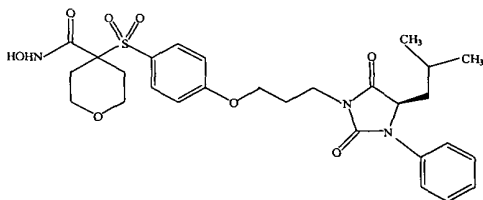
166. A compound or salt thereof according to claim 156, wherein E<sup>3</sup> is selected from the group consisting of pyrazolidinyl and imidazolidinyl, wherein:

the pyrazolidinyl and imidazolidinyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

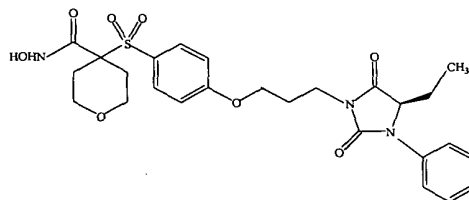
any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

167. A compound or salt thereof according to claim 166, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

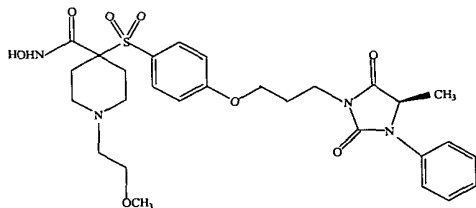
168. A compound or salt thereof according to claim 167, wherein the compound corresponds in structure to a formula selected from the group consisting of:



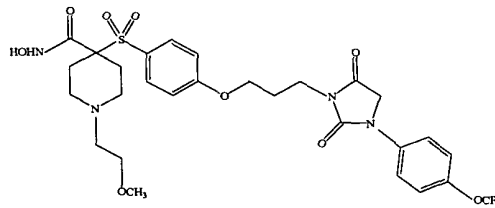
(168-1),



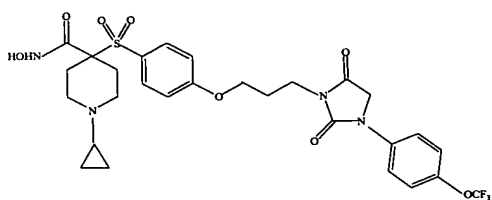
(168-2),



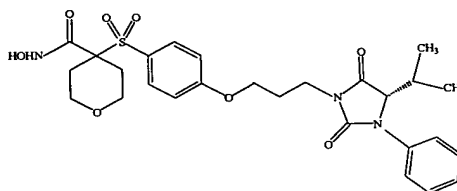
(168-3),



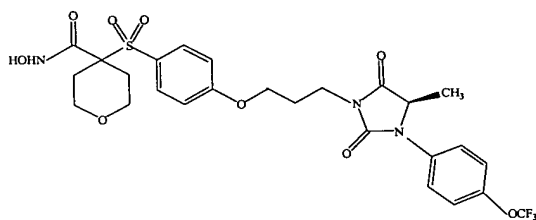
(168-4),



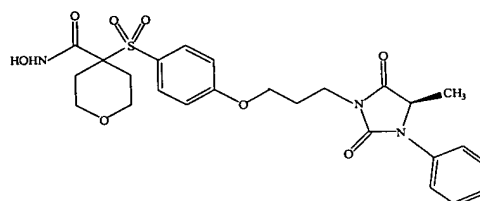
(168-5),



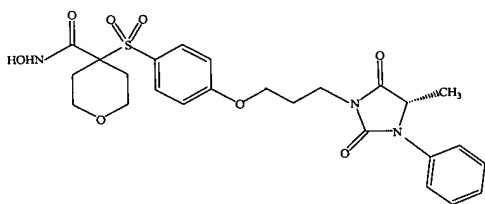
(168-6),



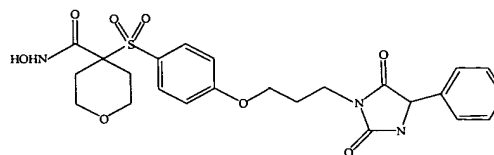
(168-7),



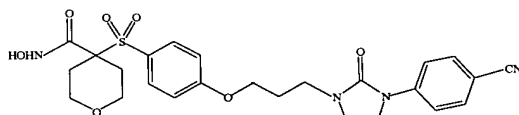
(168-8),



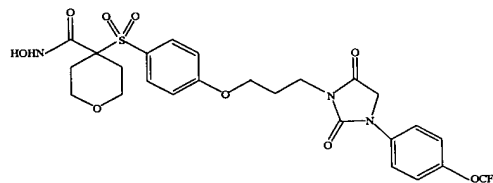
(168-9),



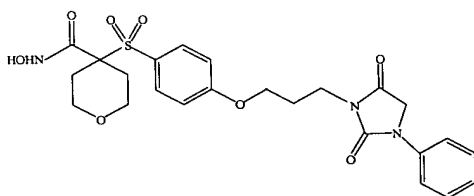
(168-10),



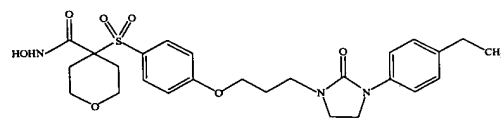
(168-11),



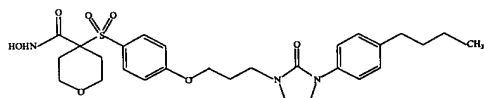
(168-12),



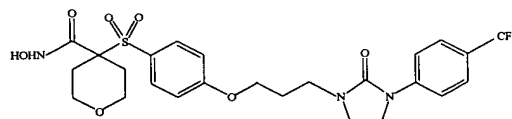
(168-13),



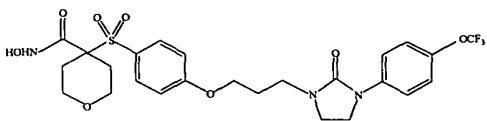
(168-14),



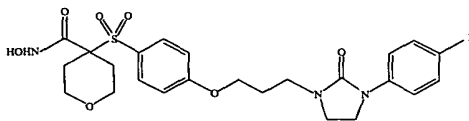
(168-15),



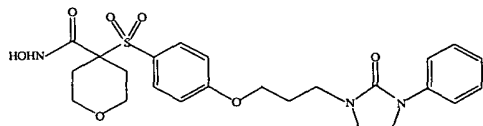
(168-16),



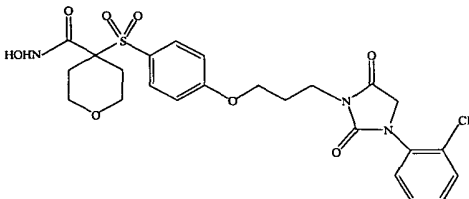
(168-17),



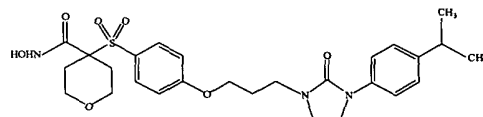
(168-18),



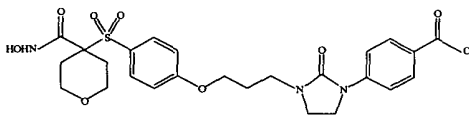
(168-19),



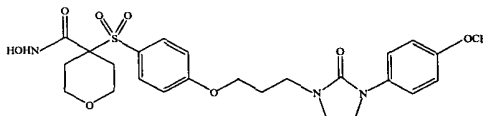
(168-20).



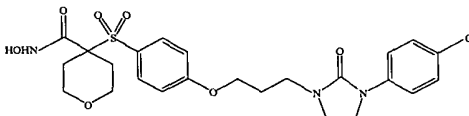
(168-21),



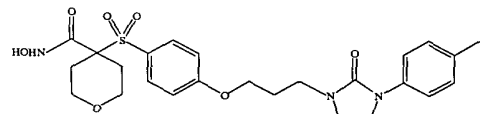
(168-22).



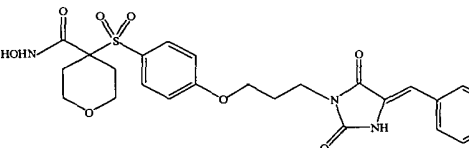
(168-23).



(168-24).



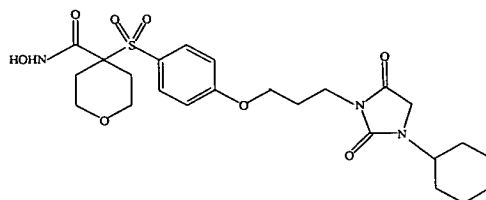
(168-25), and



(168-26)

169. A compound or salt thereof according to claim 166, wherein E<sup>5</sup> is C<sub>5</sub>-C<sub>6</sub>-cycloalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

170. A compound or salt thereof according to claim 169, wherein the compound corresponds in structure to the following formula:



(170-1).

5

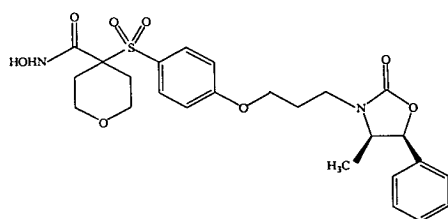
171. A compound or salt thereof according to claim 156, wherein E<sup>3</sup> is oxazolidinyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

10 any such substituent (except halogen, -OH, or keto) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

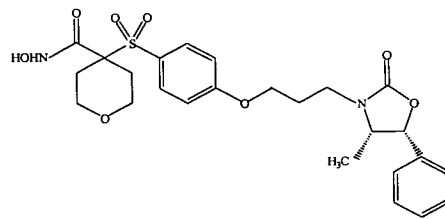
172. A compound or salt thereof according to claim 171, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

20

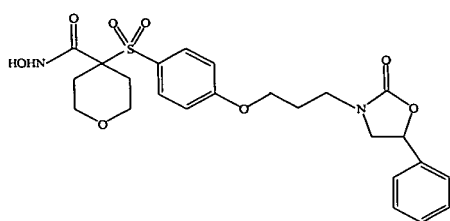
173. A compound or salt thereof according to claim 172, wherein the compound corresponds in structure to a formula selected from the group consisting of:



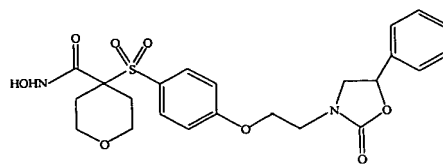
(173-1),



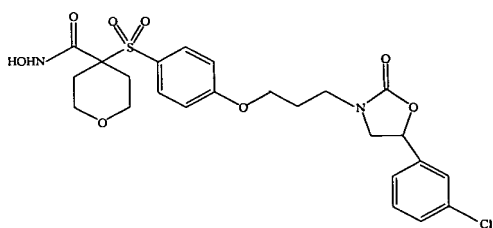
(173-2),



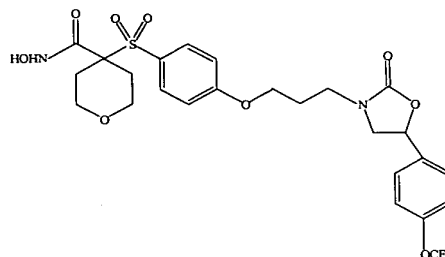
(173-3),



(173-4),



(173-5), and



(173-6).

174. A compound or salt thereof according to claim 137, wherein E<sup>3</sup> contains no greater and no less than 3 heteroatoms.

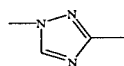
175. A compound or salt thereof according to claim 174, wherein E<sup>3</sup> is selected from the group consisting of oxadiazolyl, thiadiazolyl, and triazolyl, wherein:

the triazolyl optionally is substituted with a substituent selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,

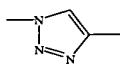
any such substituent (except halogen or -OH) optionally is substituted with one or more substituents independently selected from the group consisting of halogen and -OH.

176. A compound or salt thereof according to claim 174, wherein:

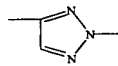
E<sup>3</sup> is selected from the group consisting of:



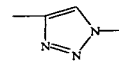
(176-1),



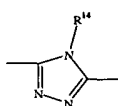
(176-2),



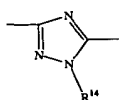
(176-3),



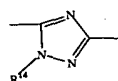
(176-4),



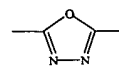
(176-5),



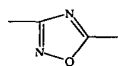
(176-6),



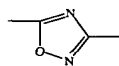
(176-7),



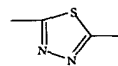
(176-8),



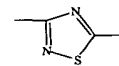
(176-9),



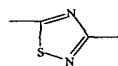
(176-10),



(176-11),



(176-12), and



(176-13); and

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

5                   any such substituent (except halogen or -OH) optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio; and

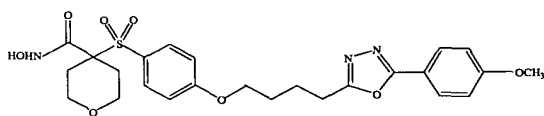
10               R<sup>14</sup> is selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

15               any member (except halogen or -OH) of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio.

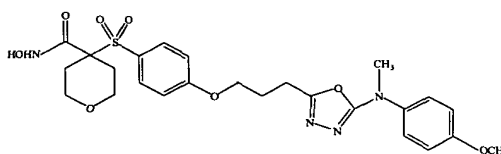
177.   A compound or salt thereof according to claim 176, wherein E<sup>3</sup> is  
20   oxadiazolyl.

178. A compound or salt thereof according to claim 177, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

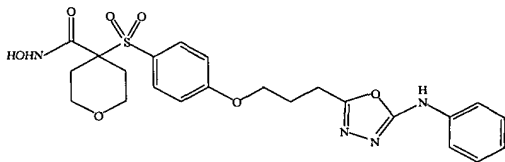
179. A compound or salt thereof according to claim 178, wherein the compound corresponds in structure to a formula selected from the group consisting of:



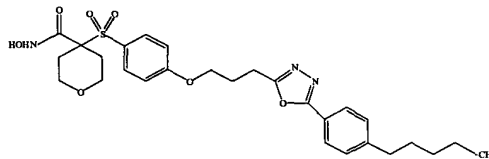
(179-1),



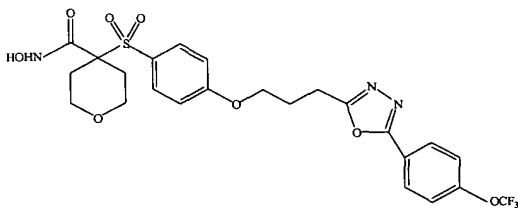
(179-2),



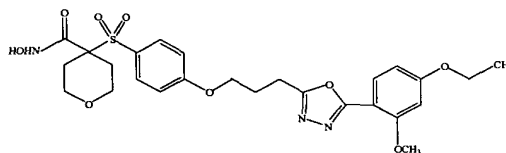
(179-3),



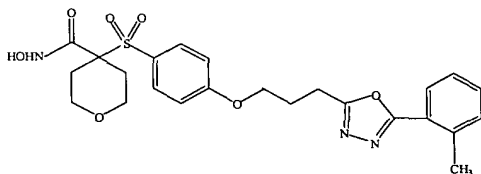
(179-4),



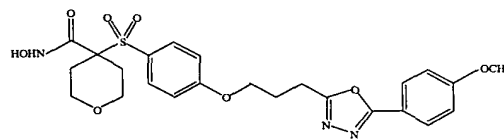
(179-5),



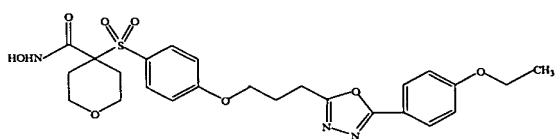
(179-6),



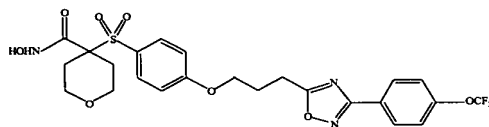
(179-7),



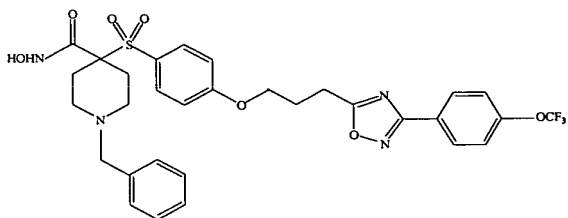
(179-8),



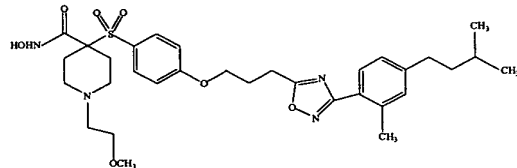
(179-9),



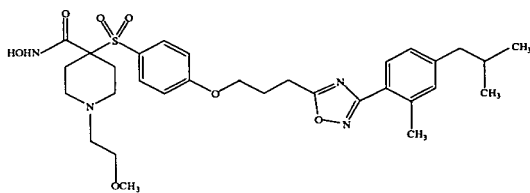
(179-10),



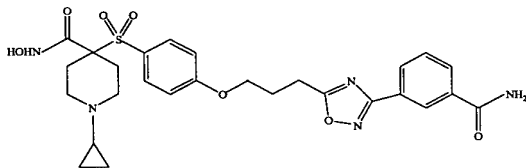
(179-11),



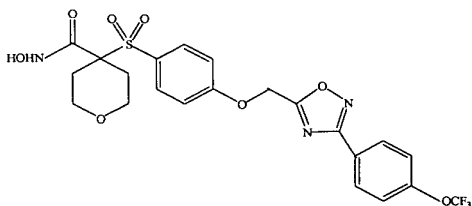
(179-12),



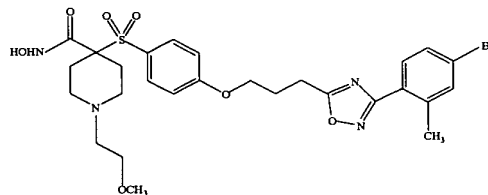
(179-13),



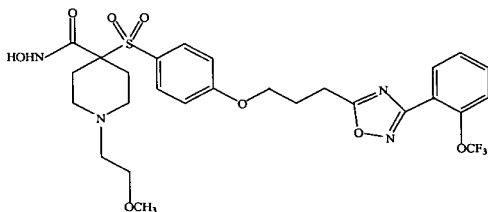
(179-14),



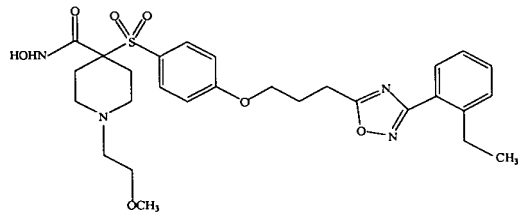
(179-15),



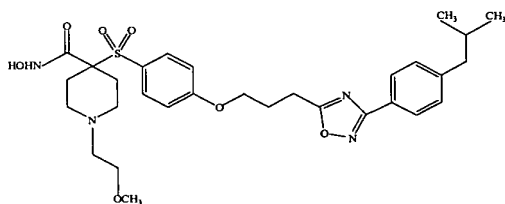
(179-16),



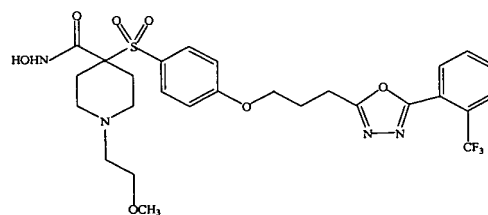
(179-18),



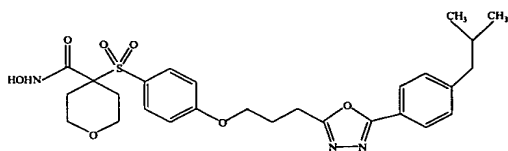
(179-19),



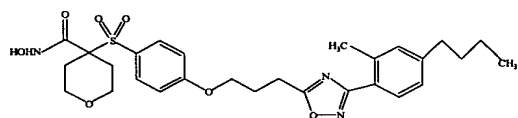
(179-20),



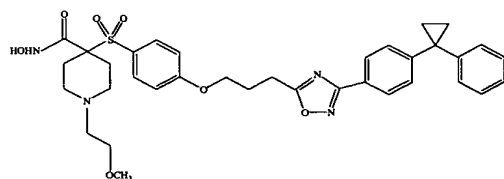
(179-21),



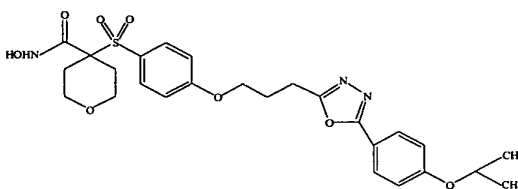
(179-22),



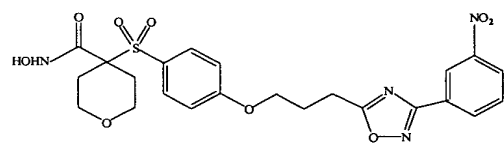
(179-23),



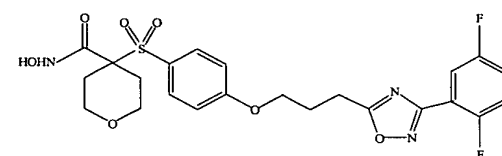
(179-24),



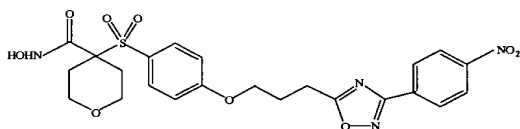
(179-25),



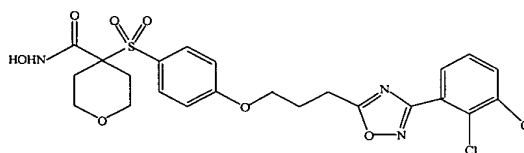
(179-26),



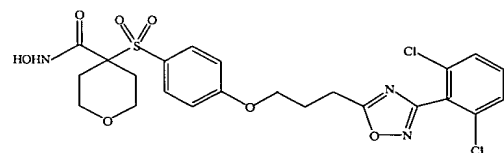
(179-27),



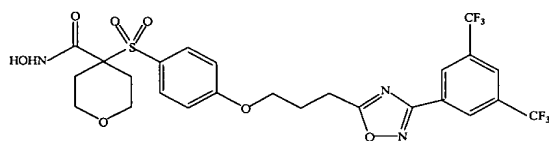
(179-28),



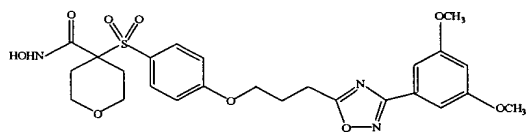
(179-29),



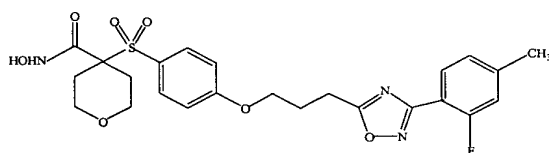
(179-30),



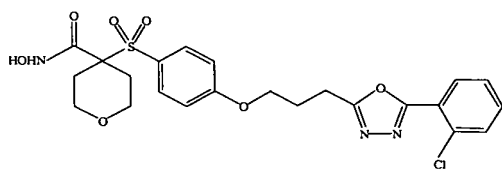
(179-31),



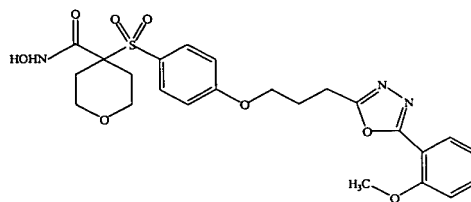
(179-32),



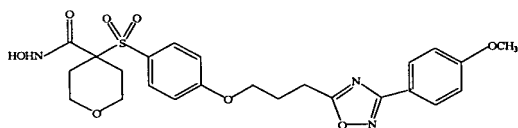
(179-33),



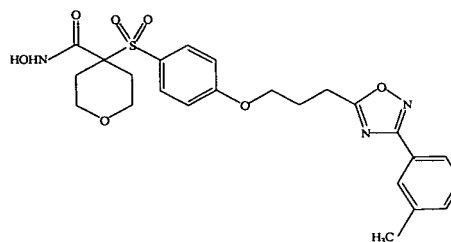
(179-34),



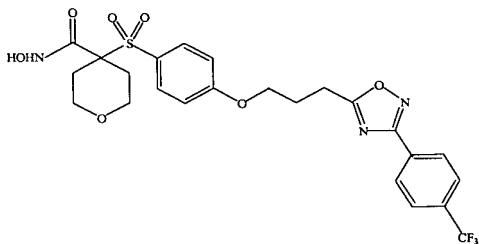
(179-35),



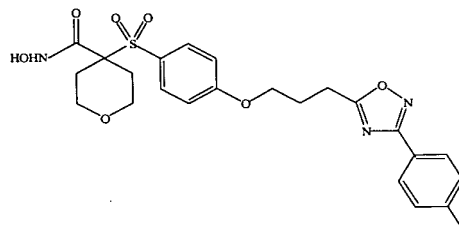
(179-36),



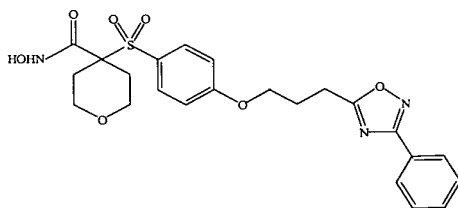
(179-37),



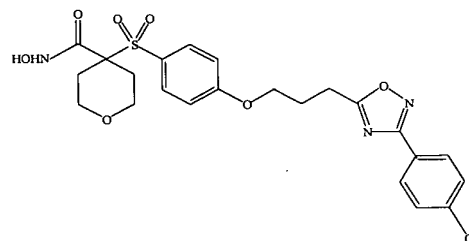
(179-38),



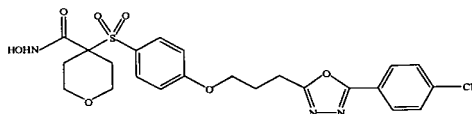
(179-39),



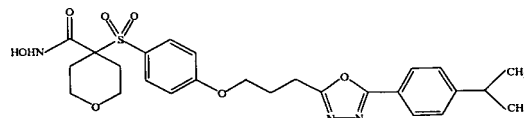
(179-40),



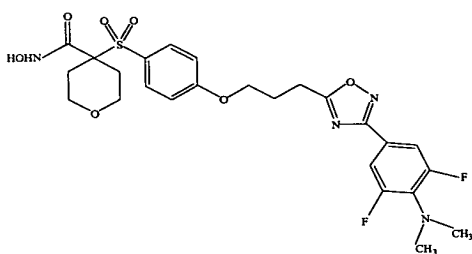
(179-41),



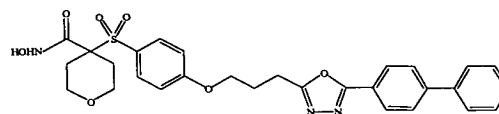
(179-42),



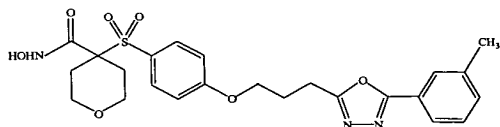
(179-43),



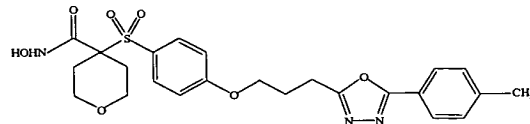
(179-44),



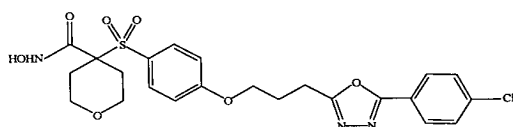
(179-45),



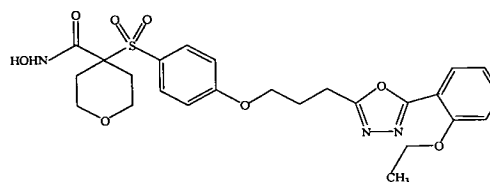
(179-46),



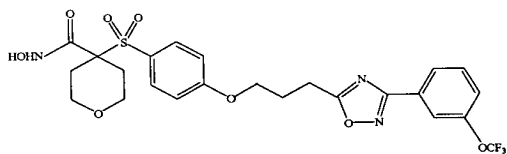
(179-47),



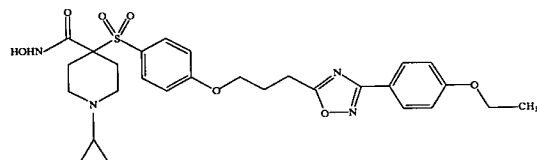
(179-48),



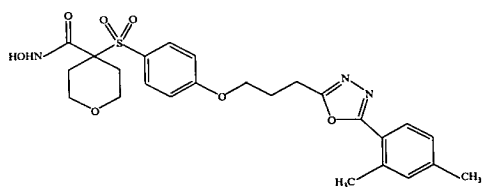
(179-49),



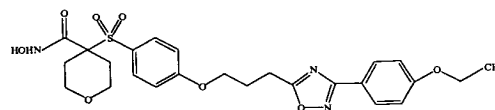
(179-50),



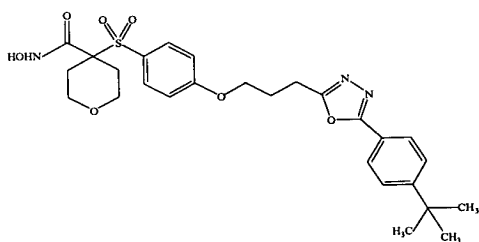
(179-51),



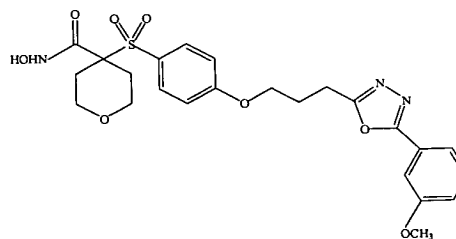
(179-52),



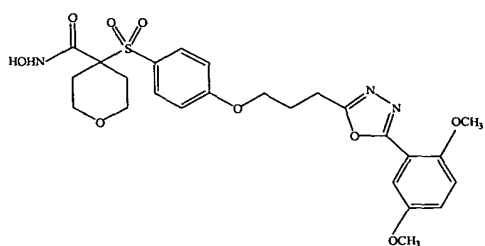
(179-53),



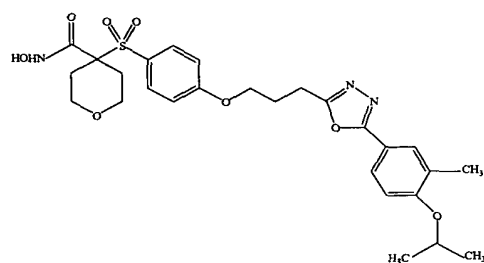
(179-54),



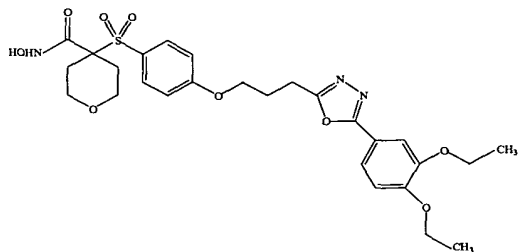
(179-55),



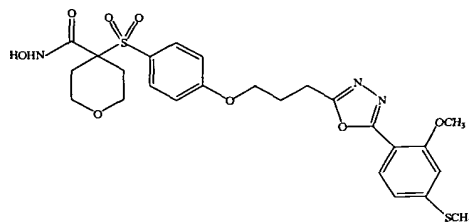
(179-56),



(179-57),

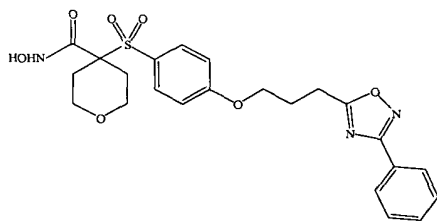


(179-58), and

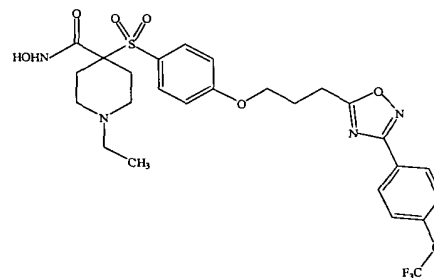


(179-59).

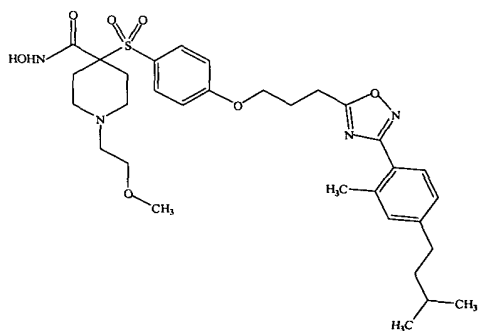
180. A compound or salt thereof according to claim 178, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(180-1),

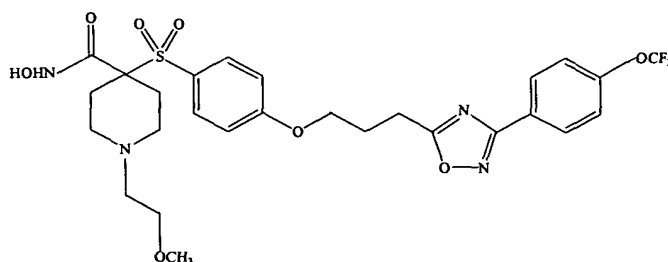


(180-2), and



(180-3).

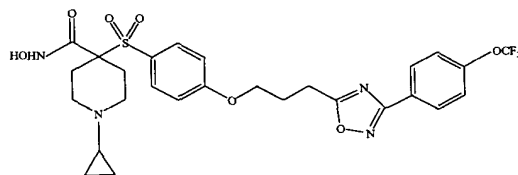
181. A compound or salt thereof according to claim 178, wherein the compound corresponds in structure to the following formula:



181-1

5

182. A compound or salt thereof according to claim 178, wherein the compound corresponds in structure to the following formula:

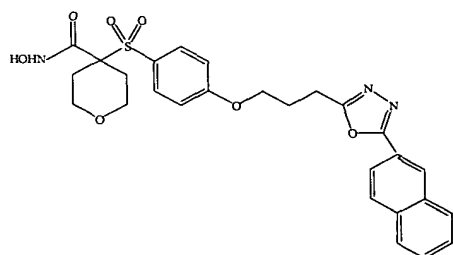


(182-1).

10

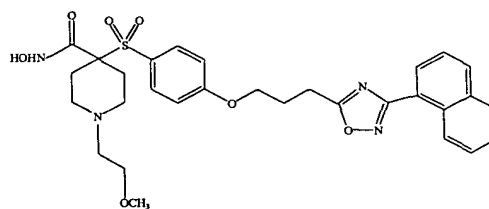
183. A compound or salt thereof according to claim 177, wherein E<sup>5</sup> is naphthalenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>,  
15 -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

184. A compound or salt thereof according to claim 183, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(184-1)

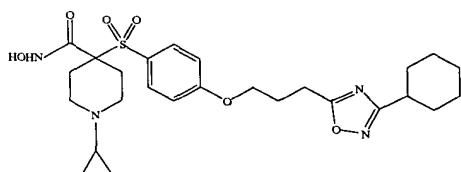
and



(184-2).

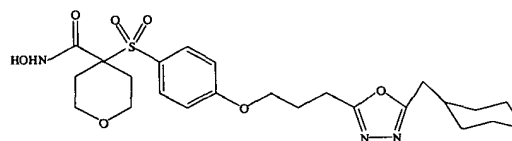
185. A compound or salt thereof according to claim 177, wherein E<sup>5</sup> is
- 5 C<sub>5</sub>-C<sub>6</sub>-cycloalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and
- 10 halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

186. A compound or salt thereof according to claim 185, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(186-1)

and

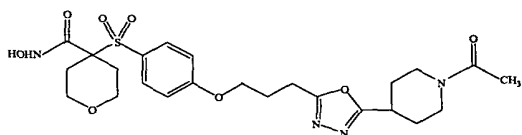


(186-2).

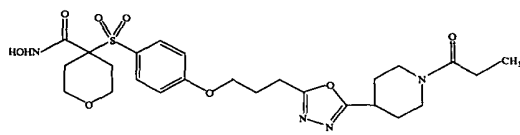
187. A compound or salt thereof according to claim 177, wherein E<sup>5</sup> is
- 15 heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy,

halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

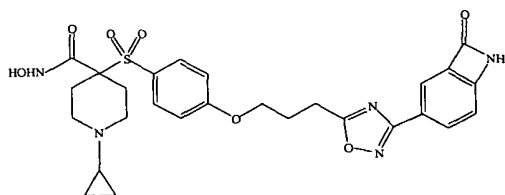
188. A compound or salt thereof according to claim 187, wherein the compound  
5 corresponds in structure to a formula selected from the group consisting of:



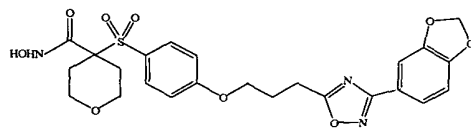
(188-1)



(188-2),

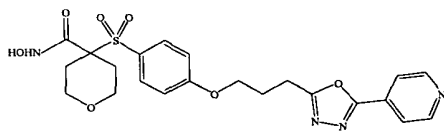


(188-3), and



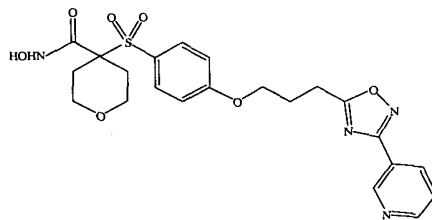
(188-4).

189. A compound or salt thereof according to claim 187, wherein the  
compound corresponds in structure to a formula selected from the group consisting of:



(189-1)

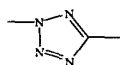
and



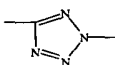
(189-2).

- 10 190. A compound or salt thereof according to claim 137, wherein E<sup>3</sup> contains at  
least 4 heteroatom ring members.

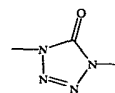
191. A compound or salt thereof according to claim 190, wherein E<sup>3</sup> is selected from the group consisting of:



(191-1),



(191-2), and

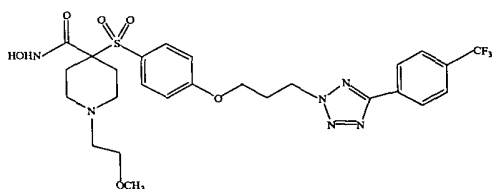


(191-3).

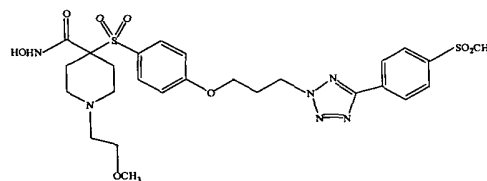
192. A compound or salt thereof according to claim 191, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

10

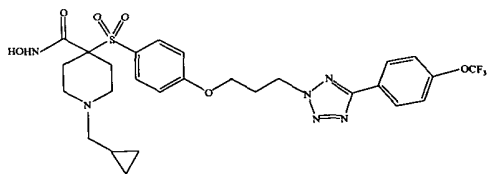
193. A compound or salt thereof according to claim 192, wherein the compound corresponds in structure to a formula selected from the group consisting of:



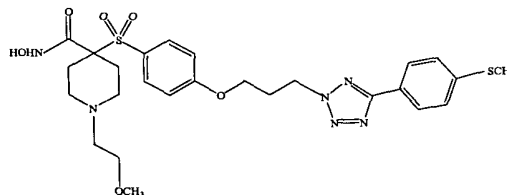
(193-1),



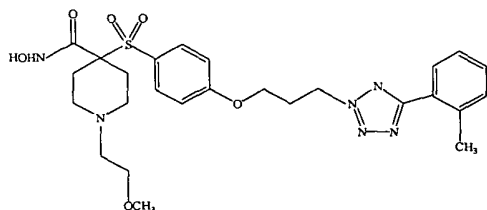
(193-2),



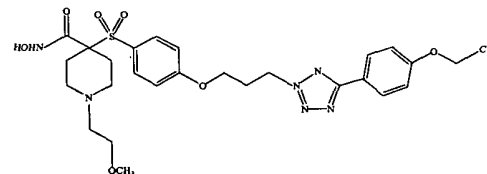
(193-3),



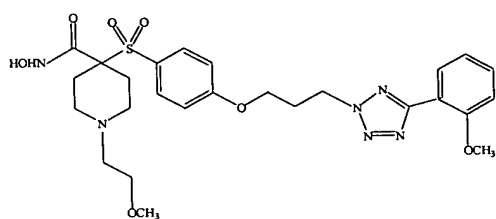
(193-4),



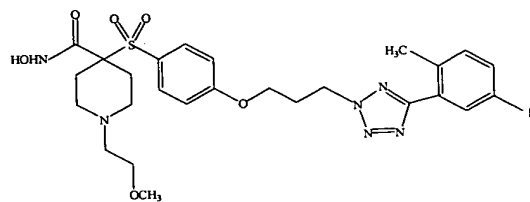
(193-5),



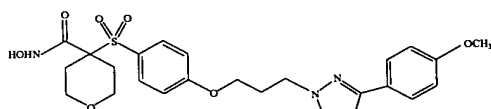
(193-6),



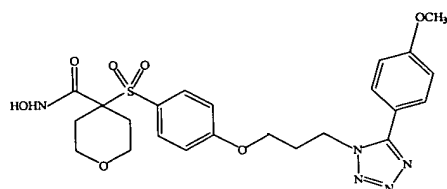
(193-7),



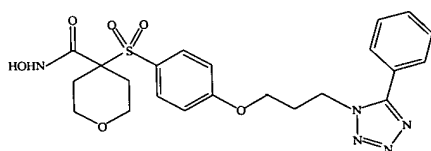
(193-8),



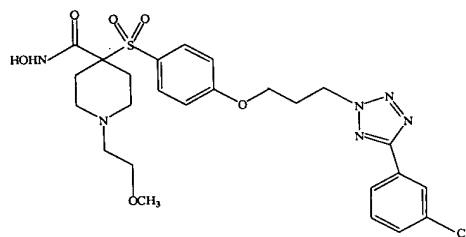
(193-9),



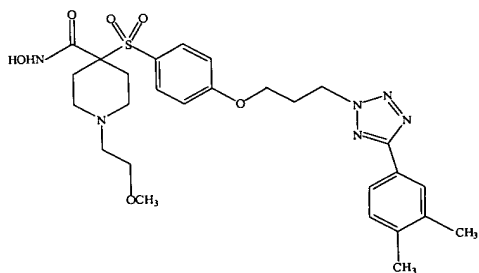
(193-10),



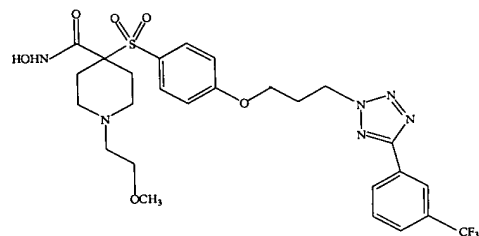
(193-11),



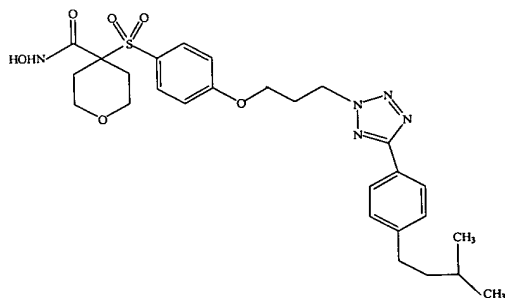
(193-12),



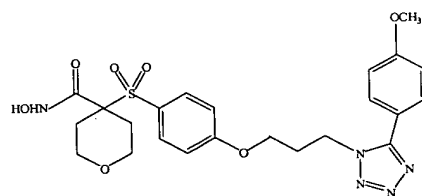
(193-13),



(193-14),

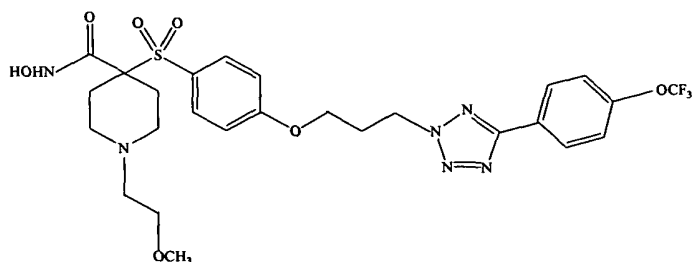


(193-15), and



(193-16).

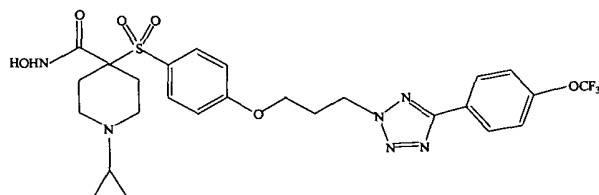
194. A compound or salt thereof according to claim 192, wherein the compound corresponds in structure to the following formula:



(194-1).

5

195. A compound or salt thereof according to claim 192, wherein the compound corresponds in structure to the following formula:

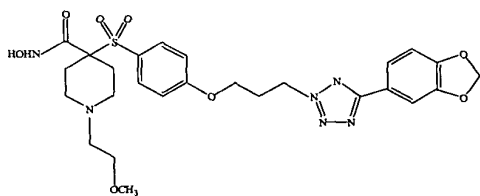


(195-1).

10

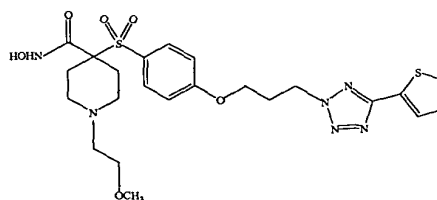
196. A compound or salt thereof according to claim 191, wherein E<sup>5</sup> is heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>,  
15 -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

197. A compound or salt thereof according to claim 196, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(197-1)

and



(197-2).

198. A compound or salt thereof according to claim 128, wherein E<sup>3</sup> is  
5 cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclopentadienyl, cyclohexyl,  
cyclohexenyl, cyclohexadienyl, phenyl, naphthalenyl, tetrahydronaphthalenyl, indenyl,  
isoindenyl, indanyl, bicyclodecanyl, anthracenyl, phenanthrenyl, benzonaphthenyl,  
fluorenyl, decaliny, and norpinanyl, wherein:

any member of such group optionally is substituted with one or more  
10 substituents independently selected from the group consisting of halogen, -OH,  
keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl,  
carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

any such substituent (except halogen, -OH, or keto) optionally is  
substituted with one or more substituents independently selected from the  
15 group consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and  
halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio.

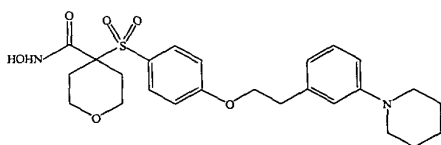
199. A compound or salt thereof according to claim 198, wherein E<sup>3</sup> is phenyl  
optionally substituted with one or more substituents independently selected from the group  
consisting of halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:  
any such substituent (except halogen or -OH) optionally is substituted with  
25 one or more substituents independently selected from the group consisting of

halogen, -OH, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
C<sub>1</sub>-C<sub>6</sub>-alkylthio, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkylthio.

5           200. A compound or salt thereof according to claim 199, wherein E<sup>5</sup> is selected  
from the group consisting of piperidinyl, piperazinyl, imidazolyl, furanyl, thienyl,  
pyridinyl, pyrimidyl, benzodioxolyl, benzodioxanyl, benzofuryl, and benzothienyl,  
wherein

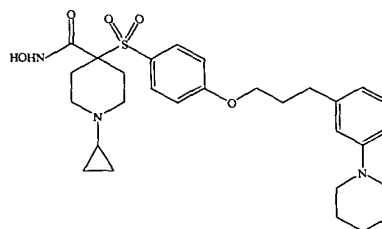
10                   any member of such group optionally is substituted with one or more  
substituents independently selected from the group consisting of halogen, -OH,  
-NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl,  
phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted  
15           phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

201. A compound or salt thereof according to claim 200, wherein the  
compound corresponds in structure to a formula selected from the group consisting of:



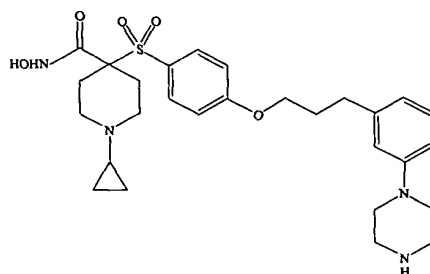
(201-1)

and



(201-2).

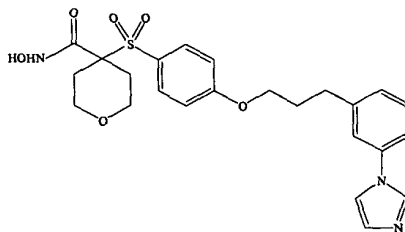
202. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



(202-1).

5

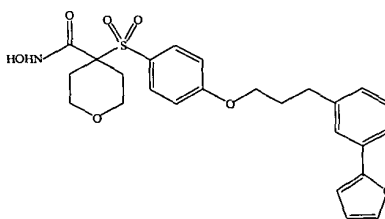
203. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



(203-1).

10

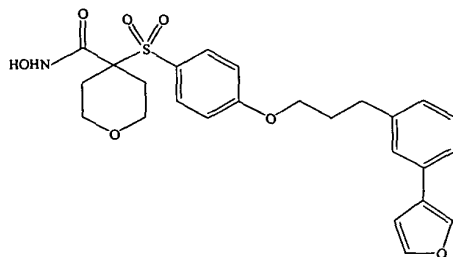
204. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



(204-1).

15

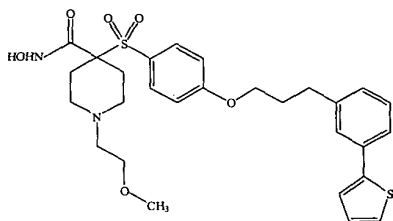
205. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



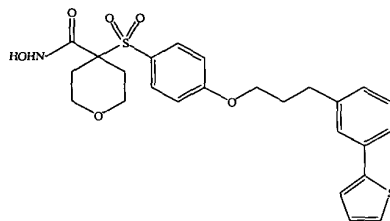
(205-1).

5

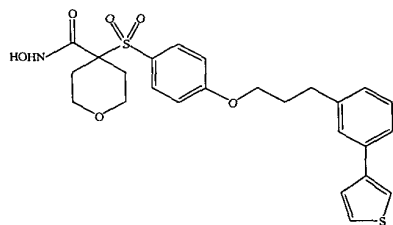
206. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



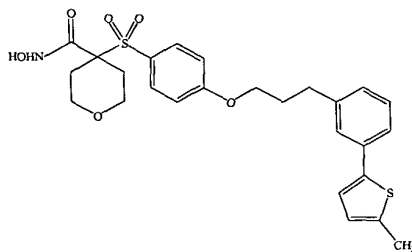
(206-1),



(206-2),

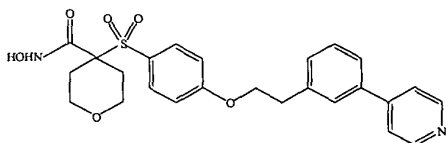


(206-3), and

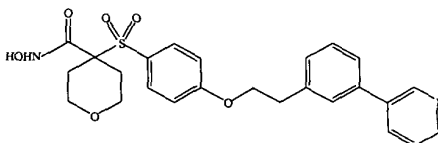


(206-4).

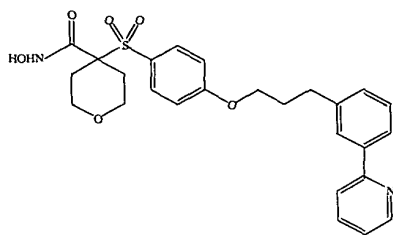
207. A compound or salt thereof according to claim 200, wherein the compound  
10 corresponds in structure to a formula selected from the group consisting of:



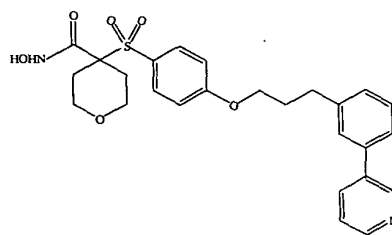
(207-1),



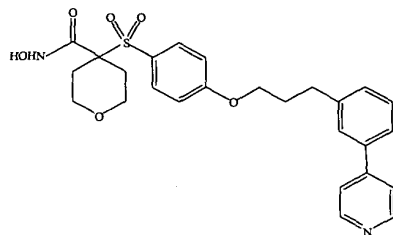
(207-2),



(207-3),

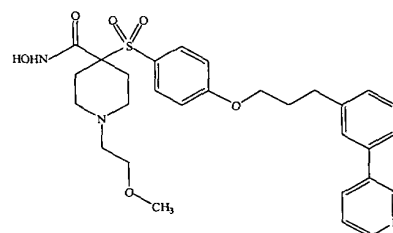


(207-4), and

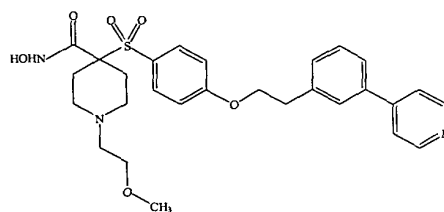


(207-5).

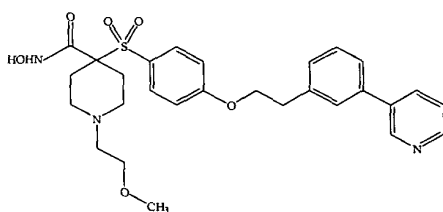
208. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



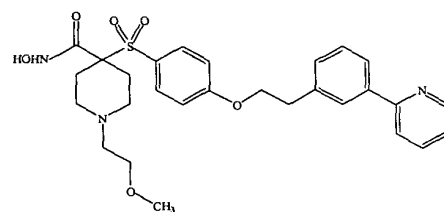
(208-1),



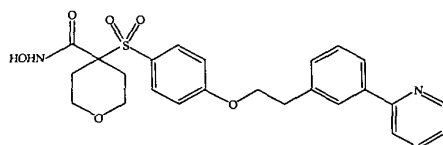
(208-2),



(208-3),

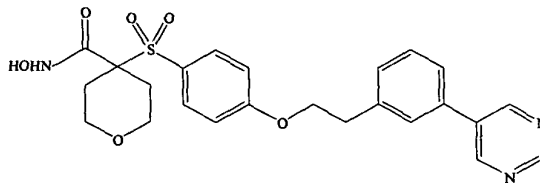


(208-4), and



(208-5).

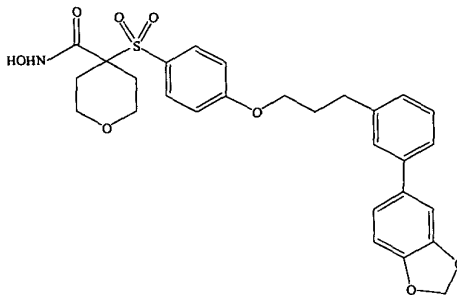
209. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



5

(209-1).

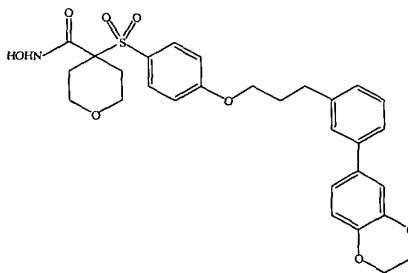
210. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



10

(210-1).

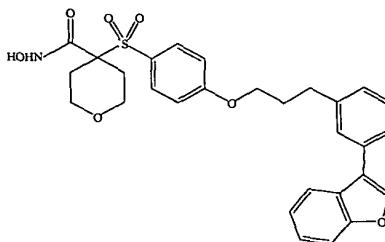
211. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



15

(211-1).

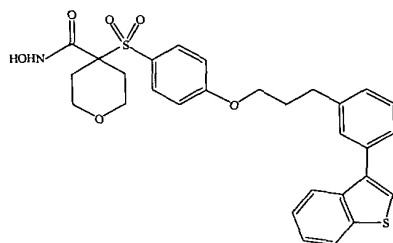
212. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to the following formula:



(212-1).

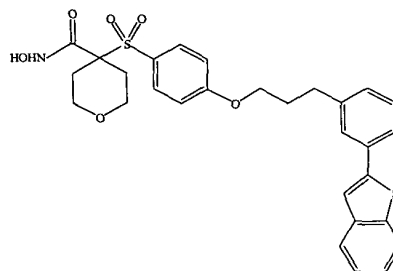
5

213. A compound or salt thereof according to claim 200, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(213-1)

and

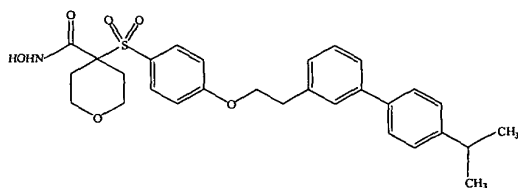


(213-1).

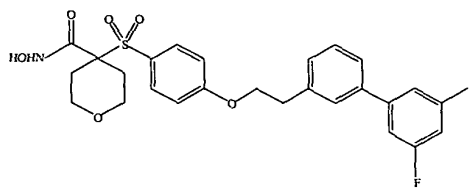
214. A compound or salt thereof according to claim 199, wherein E<sup>5</sup> is selected from the group consisting of phenyl and naphthalenyl, wherein:

the phenyl and naphthalenyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>6</sup>)(R<sup>7</sup>), -C(O)(R<sup>8</sup>), -S-R<sup>6</sup>, -S(O)<sub>2</sub>-R<sup>6</sup>, phenyl, phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halophenyl, and halogen-substituted phenyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

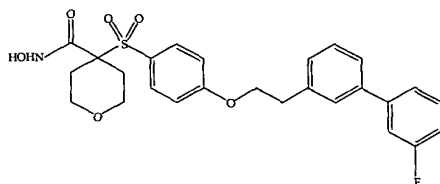
215. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to a formula selected from the group consisting of:



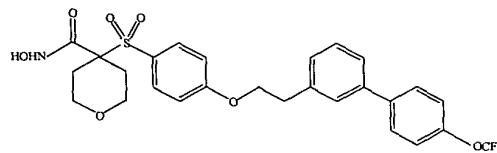
(215-1),



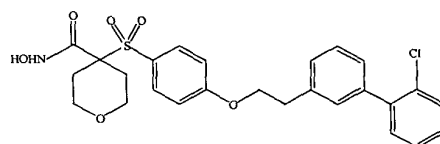
(215-2),



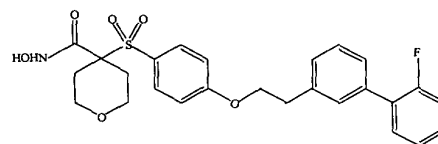
(215-3),



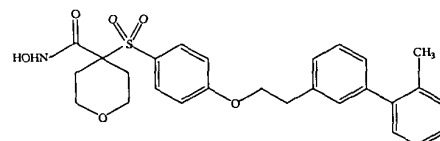
(215-4),



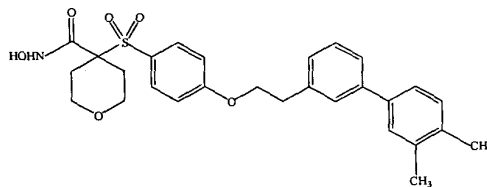
(215-5),



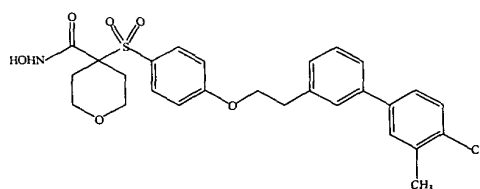
(215-6),



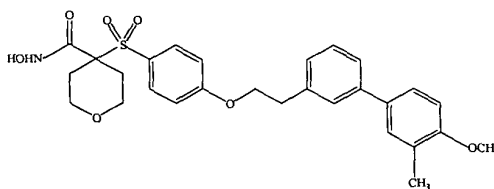
(215-7),



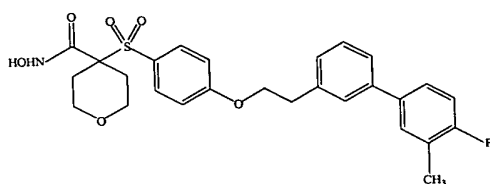
(215-8),



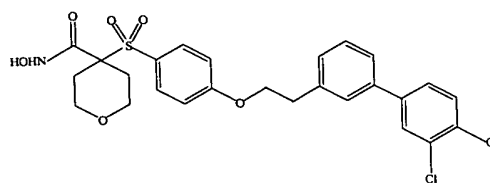
(215-9),



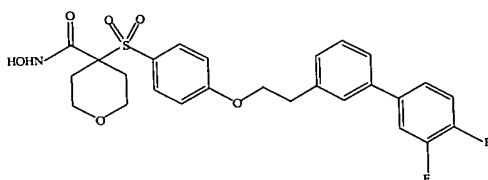
(215-10),



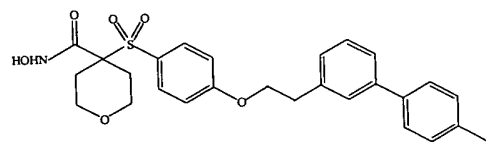
(215-11),



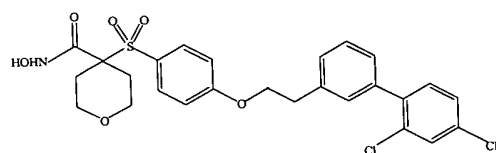
(215-12),



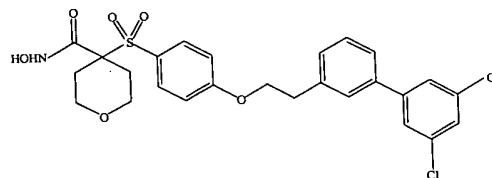
(215-13),



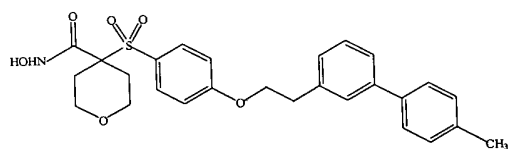
(215-14),



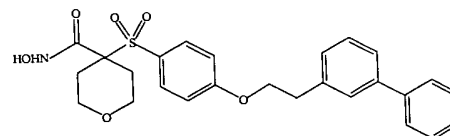
(215-15),



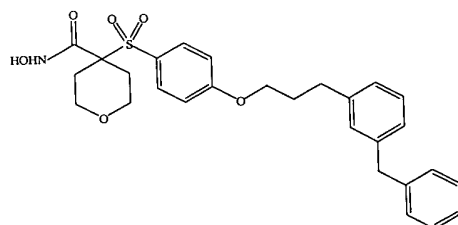
(215-16),



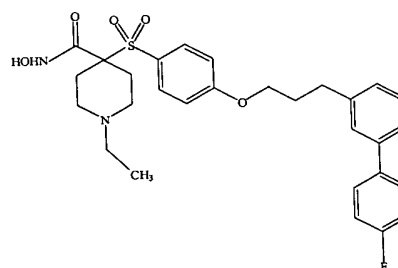
(215-17),



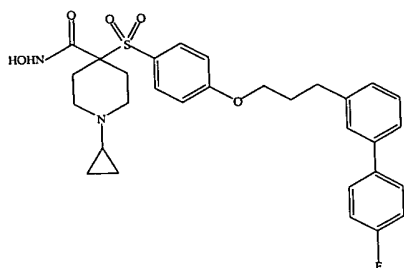
(215-18),



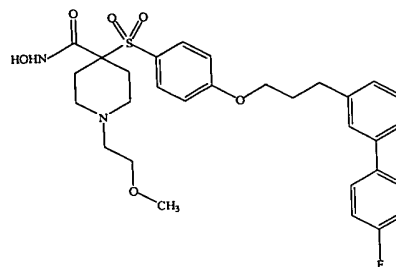
(215-19),



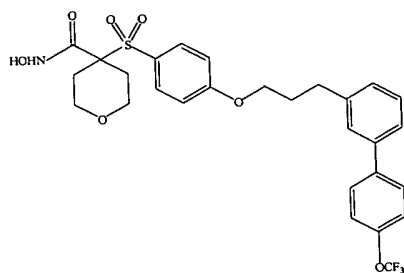
(215-20),



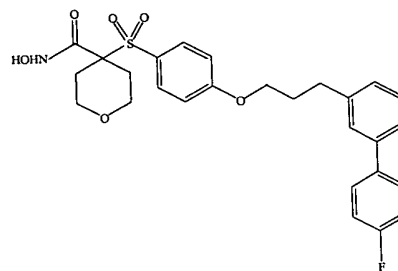
(215-21),



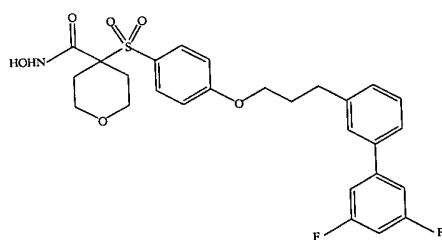
(215-22),



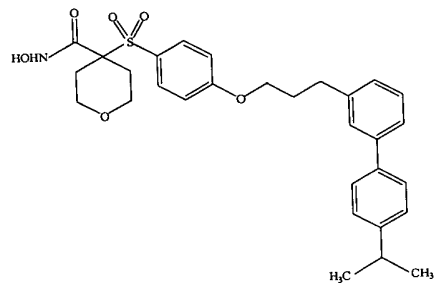
(215-23),



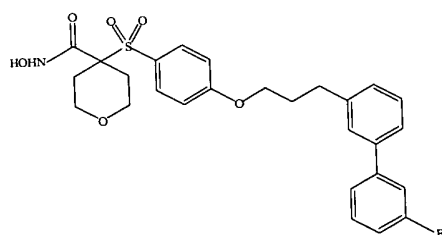
(215-24),



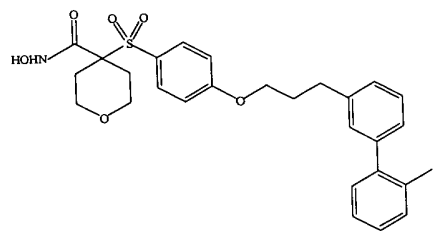
(215-25),



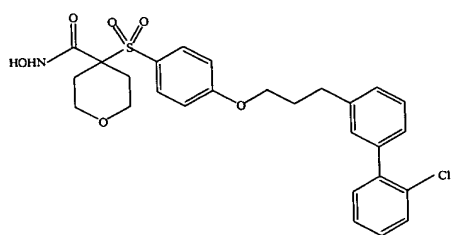
(215-26),



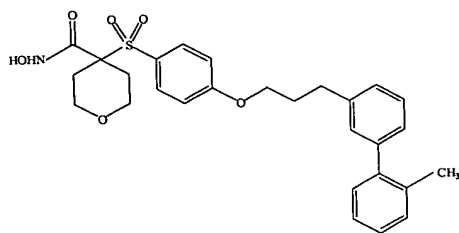
(215-27),



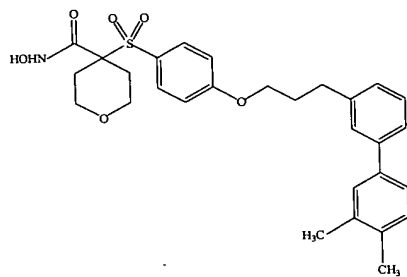
(215-28),



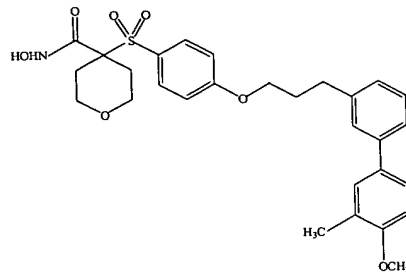
(215-29),



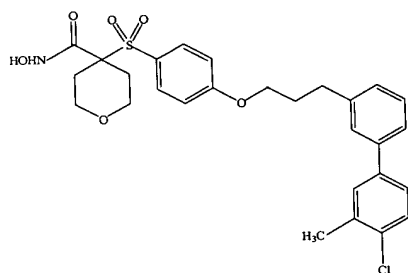
(215-30),



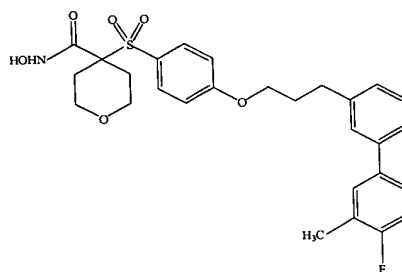
(215-31),



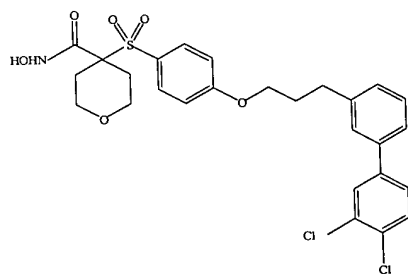
(215-32),



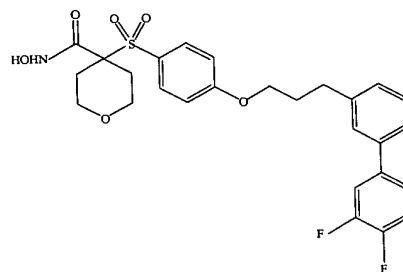
(215-33),



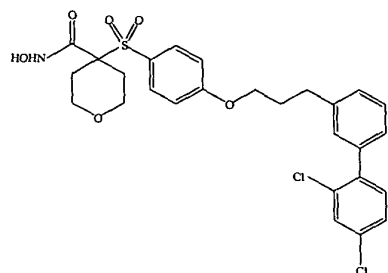
(215-34),



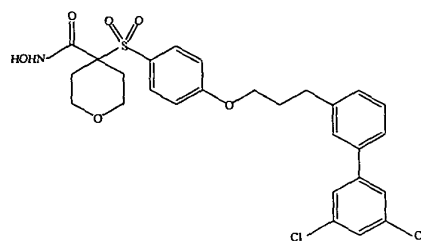
(215-35),



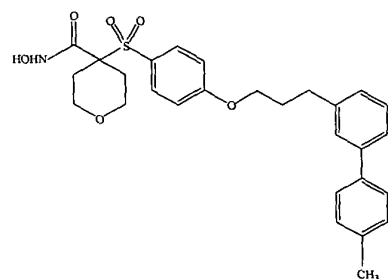
(215-36),



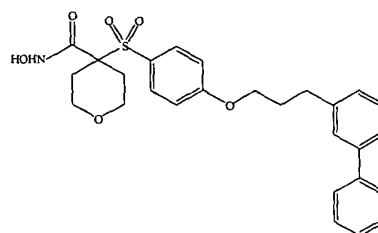
(215-37),



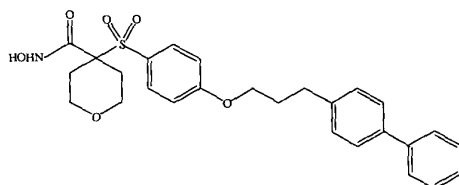
(215-38),



(215-39),

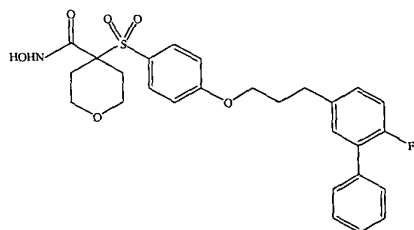


(215-40), and

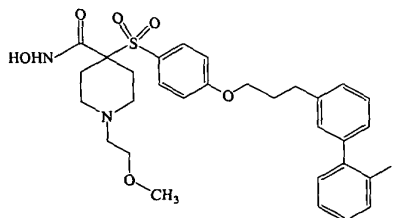


(215-41).

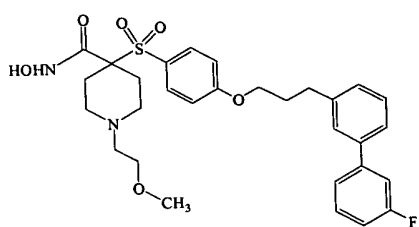
216. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to a formula selected from the group consisting of:



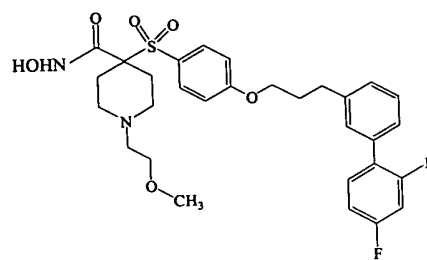
(216-1),



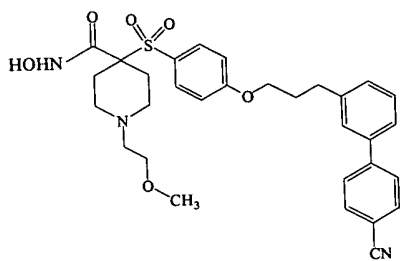
(216-2),



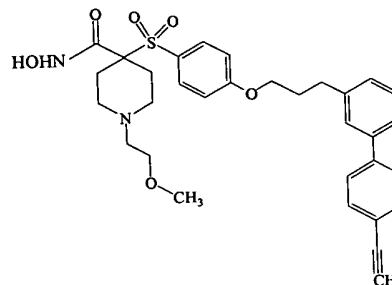
(216-3),



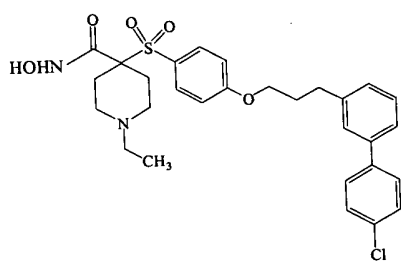
(216-4),



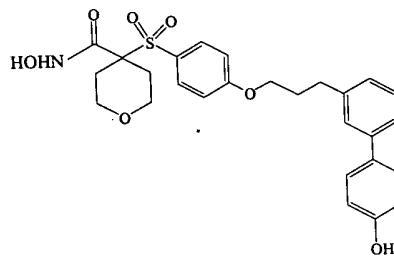
(216-5),



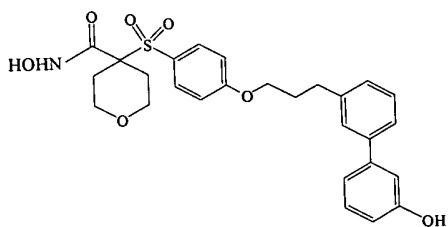
(216-6),



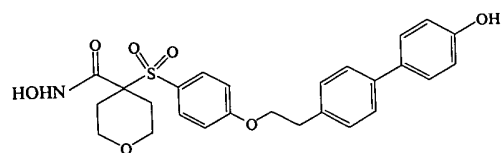
(216-7),



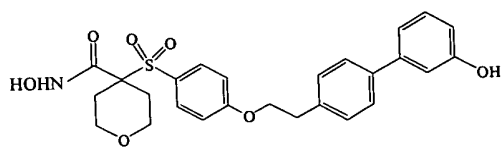
(216-8),



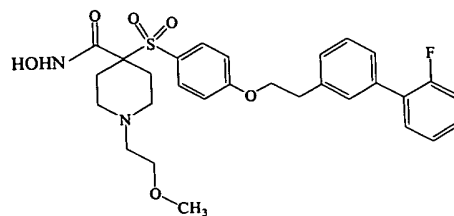
(216-9),



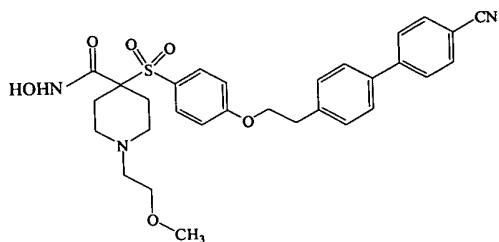
(216-10),



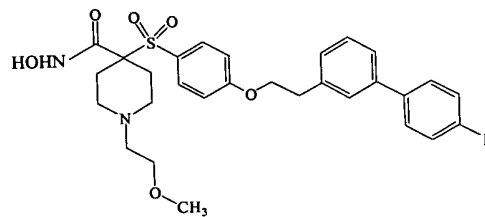
(216-11),



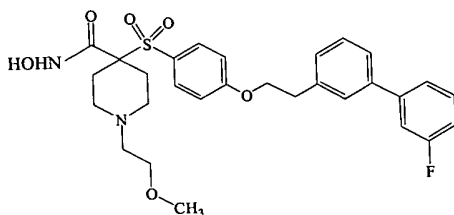
(216-12),



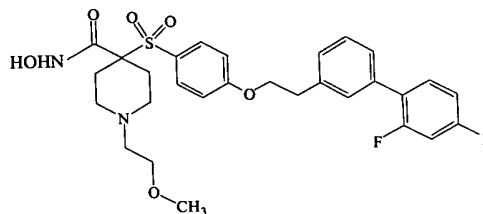
(216-13),



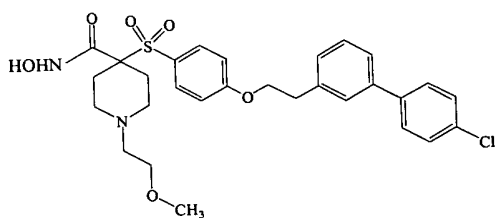
(216-14),



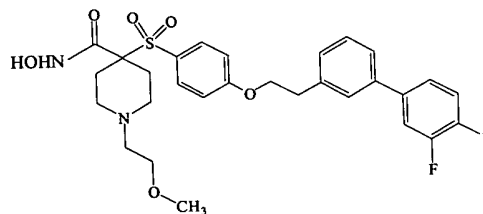
(216-15),



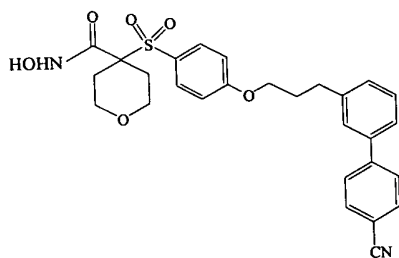
(216-16),



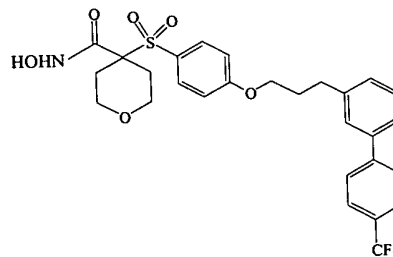
(216-17),



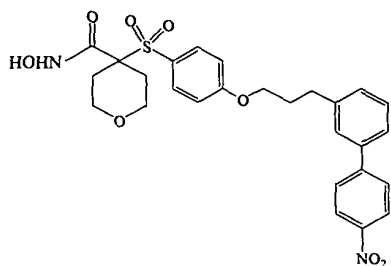
(216-18),



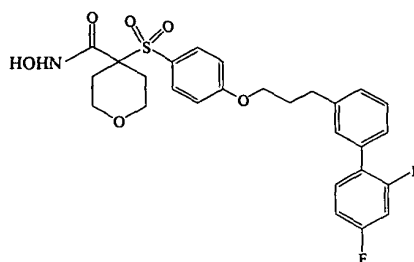
(216-19),



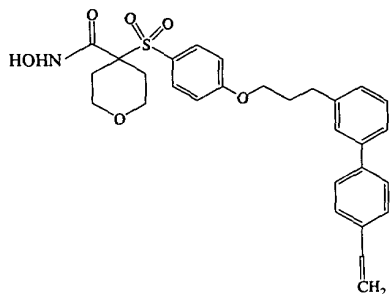
(216-20),



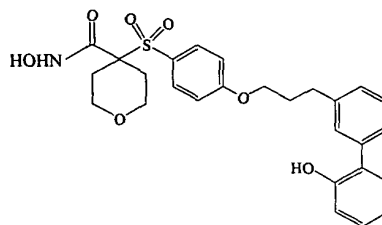
(216-21),



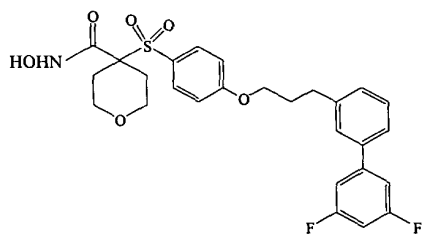
(216-22),



(216-23),

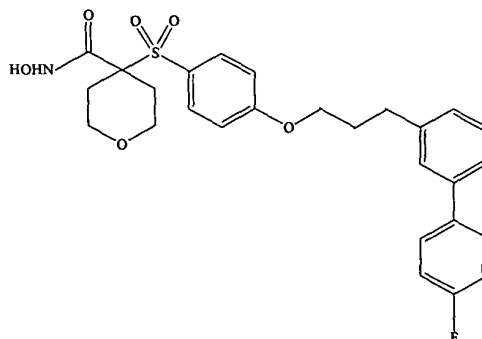


(216-24), and



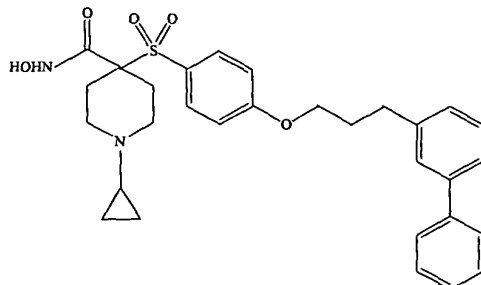
(216-25).

217. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(217-1).

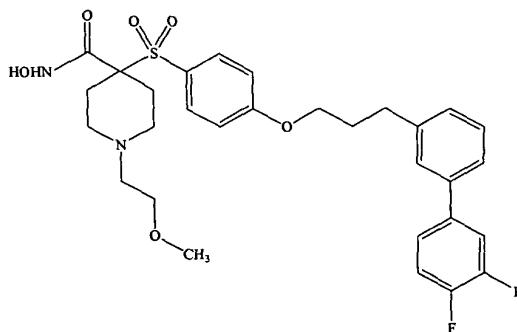
218. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



5

(218-1).

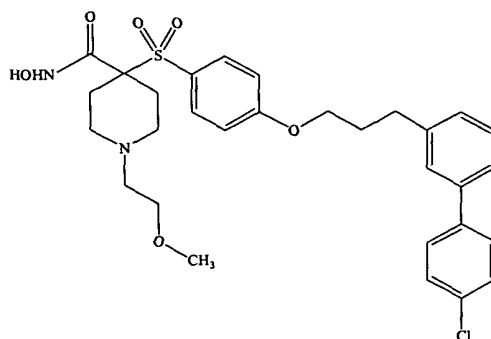
219. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



10

(219-1).

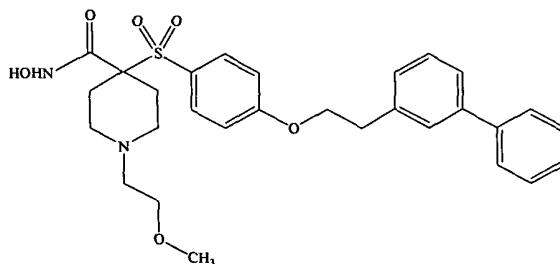
220. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(220-1).

5

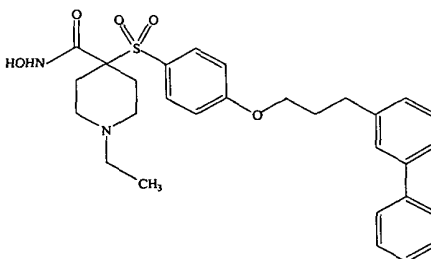
221. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(221-1).

10

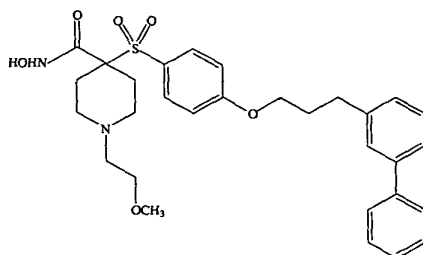
222. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(222-1).

15

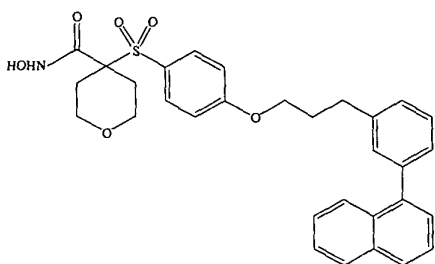
223. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(223-1).

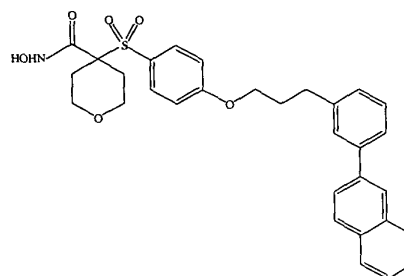
5

224. A compound or salt thereof according to claim 214, wherein the compound corresponds in structure to the following formula:



(224-1)

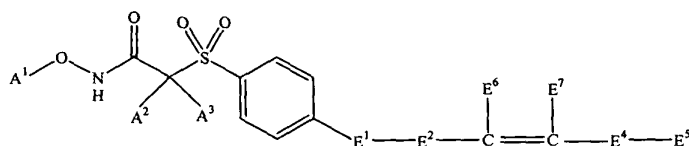
and



(224-2).

225. A compound or salt thereof, wherein:

10 the compound corresponds in structure to Formula 225-1:



(225-1);

$A^1$  is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl,

15 heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),

heterocyclalkyl(thiocarbonyl), carbocyclalkoxy(thiocarbonyl), carbocyclalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

5         $A^2$  and  $A^3$ , together with the carbon atom to which they are both attached, form an optionally-substituted heterocycl containing from 5 to 8 ring members; and

$E^1$  is selected from the group consisting of -O-, -S(O)<sub>2</sub>-, -S(O)-, -N(R<sup>1</sup>)-, -C(O)-N(R<sup>1</sup>)-, -N(R<sup>1</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

$E^2$  is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally  
10 is substituted; and

$E^4$  is selected from the group consisting of a bond and alkyl, wherein the alkyl optionally is substituted; and

$E^5$  is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, carbocycl, and heterocycl, wherein any member of such group optionally  
15 is substituted; and

$E^6$  is selected from the group consisting of -H, halogen, and alkyl, wherein the alkyl optionally is substituted;

$E^7$  is selected from the group consisting of -H, alkyl, alkenyl, alkynyl, -S(O)<sub>2</sub>-R<sup>3</sup>, -NO<sub>2</sub>, -C(O)-N(R<sup>3</sup>)(R<sup>4</sup>), -(C)(OR<sup>3</sup>), carbocycl, carbocyclalkyl, alkoxy carbocycl, -CN, -C=N-OH, and -C=NH, wherein the alkyl, alkenyl, alkynyl, carbocycl,  
20 carbocyclalkyl, or alkoxy carbocycl optionally is substituted; and

$R^1$  and  $R^2$  are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

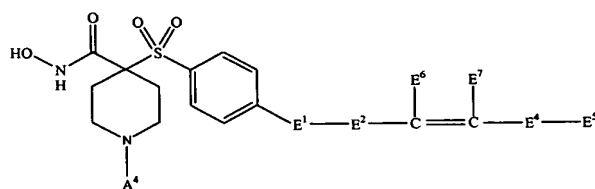
$R^3$  and  $R^4$  are independently selected from the group consisting of -H, alkyl, carbocycl, carbocyclalkyl, heterocycl, heterocyclalkyl, wherein any member  
25 (except -H) of such group optionally is substituted; and

      neither  $R^1$  nor  $R^2$  forms a ring structure with  $E^2$ ,  $E^4$ ,  $E^5$ ,  $E^6$ , or  $E^7$ .

226. A compound or salt thereof according to claim 225, wherein:

30         $A^1$  is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy carbonyl, carbocyclcarbonyl, carbocycl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,

heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxy carbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>5</sup>)(R<sup>6</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),  
5 heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>5</sup>)(R<sup>6</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and  
E<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more substituents  
10 independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and  
E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>20</sub>-alkyl; and  
E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl,  
15 C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, carbocyclyl, and heterocyclyl, wherein:  
the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, or C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN,  
20 and  
the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, -N(R<sup>7</sup>)(R<sup>8</sup>), -C(O)(R<sup>9</sup>), -S-R<sup>7</sup>,  
25 -S(O)<sub>2</sub>-R<sup>7</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl; and  
E<sup>6</sup> is selected from the group consisting of -H, halogen, and C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>6</sub>-alkyl optionally is substituted with one or more halogen;  
E<sup>7</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkenyl,  
30 C<sub>1</sub>-C<sub>8</sub>-alkynyl, -S(O)<sub>2</sub>-R<sup>3</sup>, -NO<sub>2</sub>, -C(O)-N(R<sup>3</sup>)(R<sup>4</sup>), -(C)(OR<sup>3</sup>), carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbocyclyl, -CN, -C=N-OH, and -C=NH, wherein



(227-2); and

A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, alkoxy carbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

20

228. A compound or salt thereof according to claim 227, wherein E<sup>5</sup> is phenyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, -N(R<sup>7</sup>)(R<sup>8</sup>), -C(O)(R<sup>9</sup>), -S-R<sup>7</sup>, -S(O)<sub>2</sub>-R<sup>7</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl.

25

229. A compound or salt thereof according to claim 228, wherein E<sup>4</sup> is a bond.

the C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkenyl, C<sub>1</sub>-C<sub>8</sub>-alkynyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or C<sub>1</sub>-C<sub>8</sub>-alkoxycarbocyclyl optionally is substituted with one or more halogen; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

5 R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

R<sup>5</sup> and R<sup>6</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and  
10 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

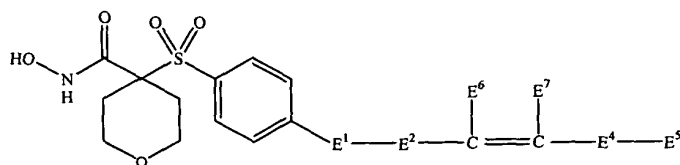
R<sup>7</sup> and R<sup>8</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

15 R<sup>9</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>10</sup>, -N(R<sup>10</sup>)(R<sup>11</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

R<sup>10</sup> and R<sup>11</sup> are independently selected from the group consisting of -H,  
20 C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

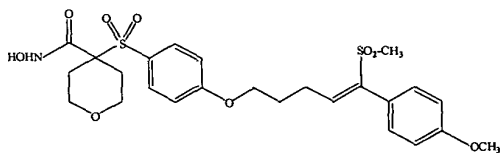
227. A compound or salt thereof according to claim 226, wherein:

25 the compound corresponds in structure to a formula selected from the group consisting of:

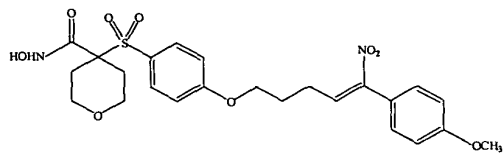


(227-1) and

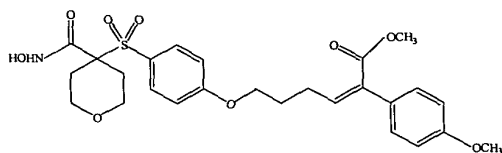
230. A compound or salt thereof according to claim 229, wherein the compound corresponds in structure to a formula selected from the group consisting of:



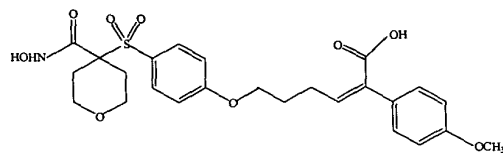
(230-1),



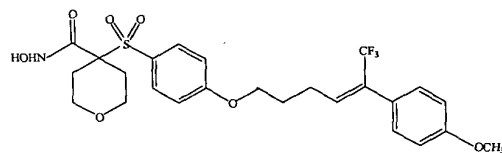
(230-2),



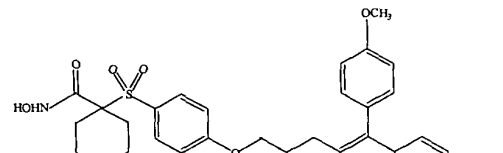
(230-3),



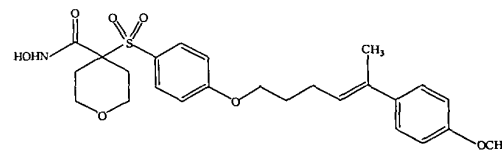
(230-4),



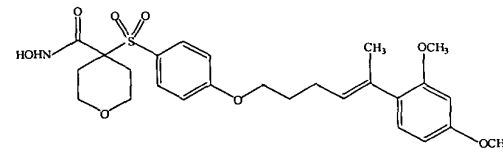
(230-5),



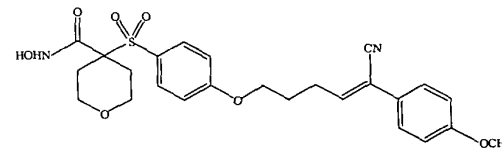
(230-6),



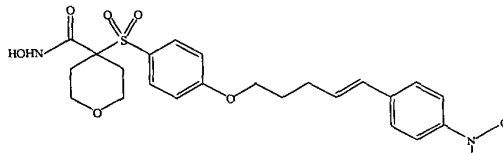
(230-7),



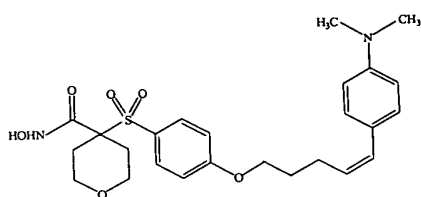
(230-8),



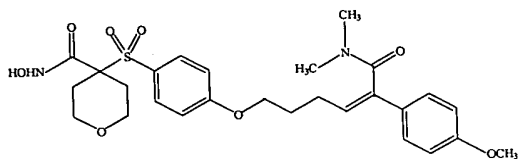
(230-9),



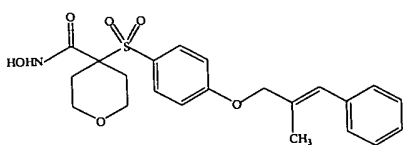
(230-10),



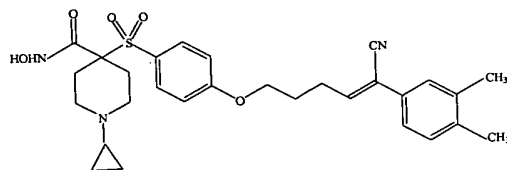
(230-11),



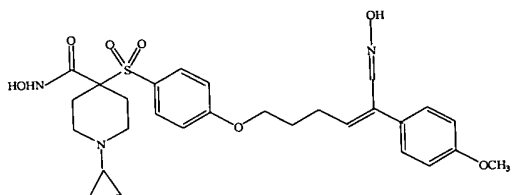
(230-12),



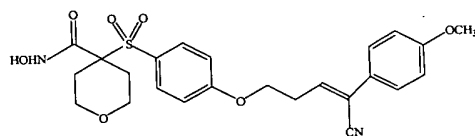
(230-13),



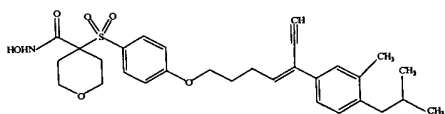
(230-14),



(230-15),

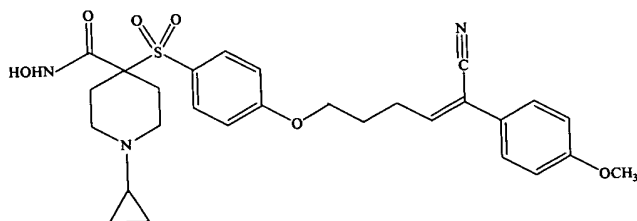


(230-16), and



(230-17).

231. A compound or salt thereof according to claim 229, wherein the compound corresponds in structure to the following formula:



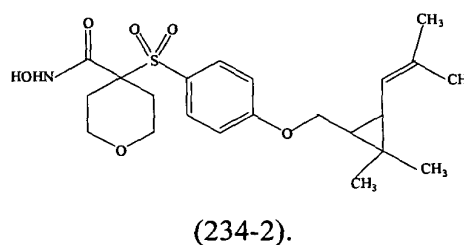
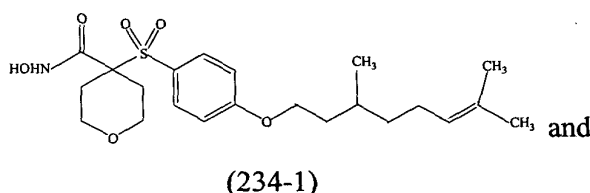
(231-1).

232. A compound or salt thereof according to claim 227, wherein E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>2</sub>-C<sub>6</sub>-alkenyl, C<sub>2</sub>-C<sub>6</sub>-alkynyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, and C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, wherein:

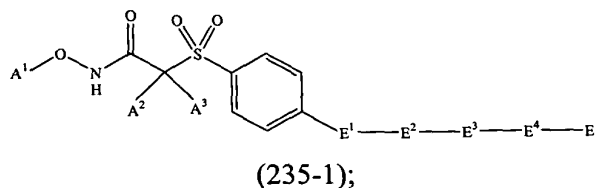
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN.

233. A compound or salt thereof according to claim 232, wherein E<sup>5</sup> is C<sub>1</sub>-C<sub>6</sub>-alkyl.

234. A compound or salt thereof according to claim 233, wherein the compound corresponds in structure to a formula selected from the group consisting of:



235. A compound or salt thereof, wherein:  
the compound corresponds in structure to Formula 235-1:



A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl),

carbocyclalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclalkyl containing from 5 to 8 ring members; and

5 E<sup>1</sup> is selected from the group consisting of -O-, -S(O)<sub>2</sub>-, -S(O)-, -N(R<sup>3</sup>)-, -C(O)-N(R<sup>3</sup>)-, -N(R<sup>3</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

E<sup>2</sup> is selected from the group consisting of a bond, alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member (except for the bond) of such group optionally is substituted; and

10 E<sup>3</sup> is carbonylpyrrolidinyl, wherein the carbonylpyrrolidinyl optionally is substituted; and

E<sup>4</sup> is selected from the group consisting of a bond, alkyl, and alkenyl, wherein the alkyl or alkenyl optionally is substituted; and

15 E<sup>5</sup> is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, carbocyclalkyl, and heterocyclalkyl, wherein any member of such group optionally is substituted; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>2</sup>, E<sup>3</sup>, E<sup>4</sup>, or E<sup>5</sup>.

20

236. A compound or salt thereof according to claim 235, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclalkylcarbonyl, carbocyclalkyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclalkylcarbonyl, heterocyclalkyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclalkyloxycarbonyl, carbocyclalkyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclalkyl(thiocarbonyl), carbocyclalkyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclalkyl(thiocarbonyl), heterocyclalkyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclalkyloxy(thiocarbonyl), carbocyclalkyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

30 E<sup>2</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl,

wherein any member of such group (except for the bond) optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>3</sup> is carbonylpyrrolidinyl, wherein the carbonylpyrrolidinyl optionally is substituted with one or more halogen; and

E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, halo-C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, and halo-C<sub>2</sub>-C<sub>20</sub>-alkenyl; and

E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, carbocyclyl, and heterocyclyl, wherein:

the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, or C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN, and

the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

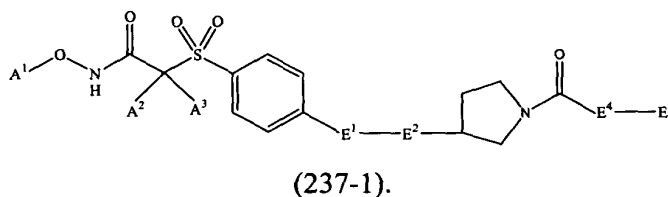
R<sup>5</sup> and R<sup>6</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

R<sup>7</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>8</sup>, -N(R<sup>8</sup>)(R<sup>9</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl,

carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

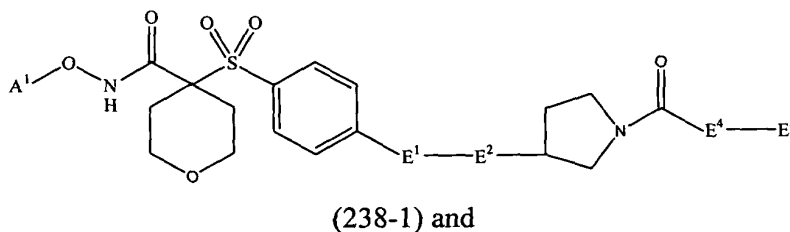
R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
5 any member (except -H) of such group optionally is substituted with one or more halogen.

237. A compound or salt thereof according to claim 236, wherein the compound corresponds in structure to Formula 237-1:

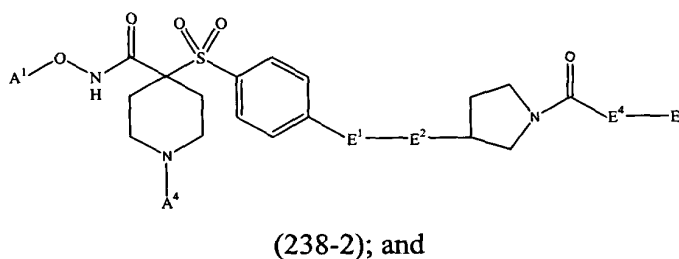


10

238. A compound or salt thereof according to claim 237, wherein:  
the compound corresponds in structure to a formula selected from the group consisting of:



15



A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsufoxidoalkyl, alkylthioalkenyl,  
20

alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl,  
carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl,  
carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl,  
carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl,  
5 carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl,  
heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl,  
heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl,  
heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl,  
heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,  
10 heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,  
aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,  
aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

15 239. A compound or salt thereof according to claim 238, wherein E<sup>5</sup> is selected  
from the group consisting of carbocyclyl and heterocyclyl, wherein:

the carbocyclyl or heterocyclyl optionally is substituted with one or more  
substituents independently selected from the group consisting of halogen, -OH,  
-NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
20 C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
-N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl,  
carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

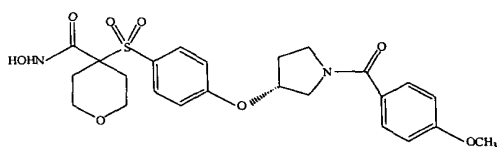
240. A compound or salt thereof according to claim 239, wherein E<sup>5</sup> is  
25 carbocyclyl optionally substituted with one or more substituents independently selected  
from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>,  
carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted  
30 carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

241. A compound or salt thereof according to claim 240, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted
- 5 C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

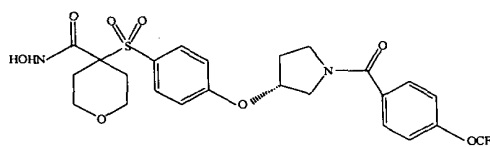
242. A compound or salt thereof according to claim 241, wherein E<sup>4</sup> is a bond.

10

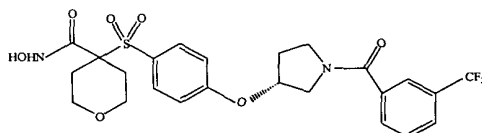
243. A compound or salt thereof according to claim 242, wherein the compound corresponds in structure to a formula selected from the group consisting of:



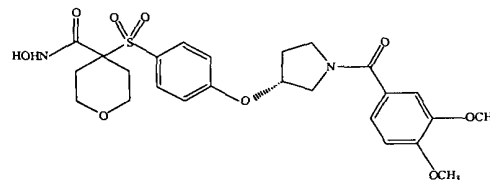
(243-1)



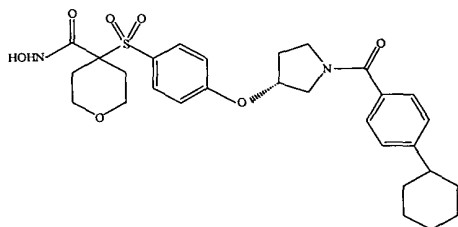
(243-2),



(243-3),



(243-4), and



(243-5).

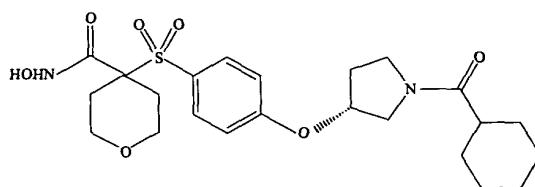
244. A compound or salt thereof according to claim 240, wherein E<sup>5</sup> is
- 15 C<sub>5</sub>-C<sub>6</sub>-cycloalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl,

halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

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245. A compound or salt thereof according to claim 244, wherein E<sup>4</sup> is a bond.

246. A compound or salt thereof according to claim 245, wherein the compound corresponds in structure to the following formula:



10

(246-1).

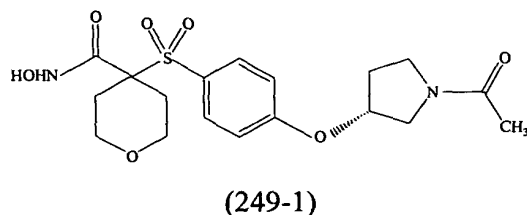
247. A compound or salt thereof according to claim 238, wherein E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein:  
the C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, or C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN.

15

248. A compound or salt thereof according to claim 247, wherein E<sup>4</sup> is a bond, and E<sup>5</sup> is C<sub>1</sub>-C<sub>8</sub>-alkyl.

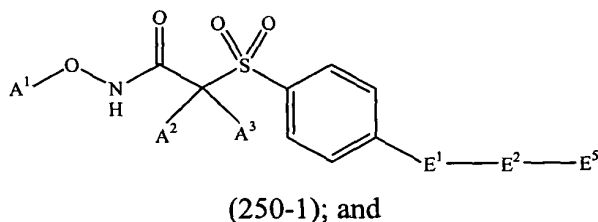
20

249. A compound or salt thereof according to claim 248, wherein the compound corresponds in structure to the following formula:



5

250. A compound or salt thereof, wherein:  
the compound corresponds in structure to Formula 250-1:



10

$A^1$  is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

15

$A^2$  and  $A^3$ , together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

20

$E^1$  is selected from the group consisting of -O-, -S(O)<sub>2</sub>-, -S(O)-, -N(R<sup>1</sup>)-, -C(O)-N(R<sup>1</sup>)-, -N(R<sup>1</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

$E^2$  is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, alkyl, and haloalkyl; and

25

E<sup>5</sup> is selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cyclopentenyl, cyclopentadienyl, cyclohexenyl, and cyclohexadienyl, wherein the alkyl, alkenyl, or alkynyl (a) contains at least 4 carbon atoms, and (b) optionally is substituted with one or more substituents selected from the group consisting of -OH, -NO<sub>2</sub>, -CN, and halogen, and the cycloalkyl, cyclopentenyl, cyclopentadienyl, cyclohexenyl, or cyclohexadienyl optionally is substituted; and R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>5</sup>.

251. A compound or salt thereof according to claim 250, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and E<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and E<sup>5</sup> is selected from the group consisting of C<sub>4</sub>-C<sub>20</sub>-alkyl, C<sub>4</sub>-C<sub>20</sub>-alkenyl, and C<sub>4</sub>-C<sub>20</sub>-alkynyl, cycloalkyl, cyclopentenyl, cyclopentadienyl, cyclohexenyl, and cyclohexadienyl, wherein: the C<sub>4</sub>-C<sub>20</sub>-alkyl, C<sub>4</sub>-C<sub>20</sub>-alkenyl, or C<sub>4</sub>-C<sub>20</sub>-alkynyl optionally is substituted with one or more substituents independently selected from the group consisting of -OH, -NO<sub>2</sub>, -CN, and halogen, and

the cycloalkyl, cyclopentenyl, cyclopentadienyl, cyclohexenyl, or cyclohexadienyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

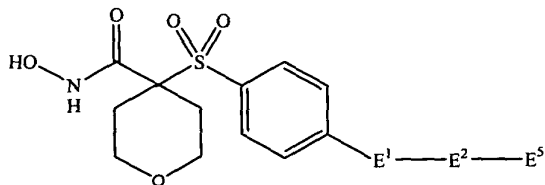
R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

R<sup>5</sup> and R<sup>6</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

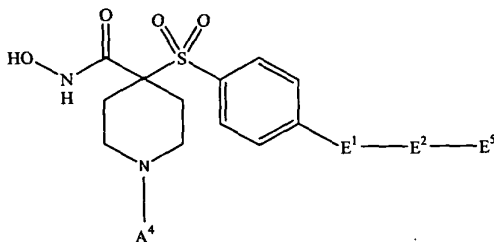
R<sup>7</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>8</sup>, -N(R<sup>8</sup>)(R<sup>9</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

252. A compound or salt thereof according to claim 251, wherein:  
the compound corresponds in structure to a formula selected from the group  
consisting of:



(252-1) and



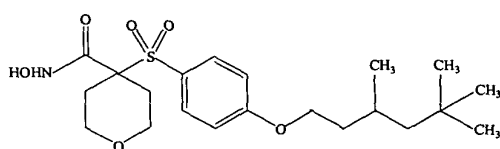
(252-2); and

A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl,  
alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl,  
10 alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl,  
alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl,  
alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl,  
carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl,  
carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl,  
15 carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl,  
carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl,  
heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl,  
heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl,  
heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl,  
20 heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,  
heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,  
aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,  
aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:  
any member (except -H) of such group optionally is substituted.

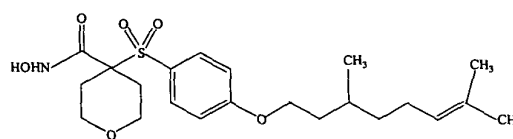
253. A compound or salt thereof according to claim 252, wherein E<sup>5</sup> is selected from the group consisting of C<sub>4</sub>-C<sub>8</sub>-alkyl, C<sub>4</sub>-C<sub>8</sub>-alkenyl, and C<sub>4</sub>-C<sub>8</sub>-alkynyl, wherein:

the C<sub>4</sub>-C<sub>8</sub>-alkyl, C<sub>4</sub>-C<sub>8</sub>-alkenyl, or C<sub>4</sub>-C<sub>8</sub>-alkynyl optionally is substituted with one or more substituents independently selected from the group consisting of -OH, -NO<sub>2</sub>, -CN, and halogen.

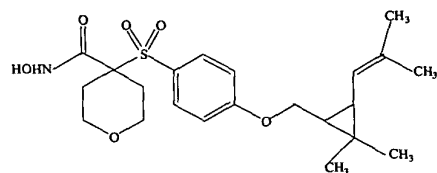
254. A compound or salt thereof according to claim 253, wherein the compound corresponds in structure to a formula selected from the group consisting of:



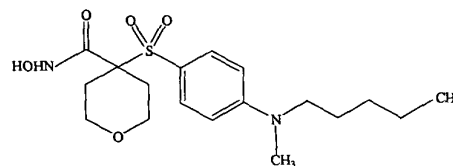
(254-1),



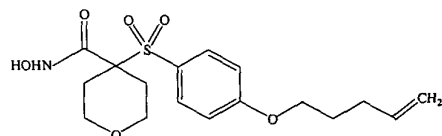
(254-2),



(254-3),

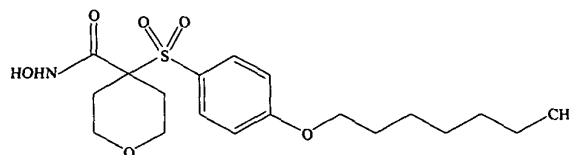


(254-4), and



(254-5).

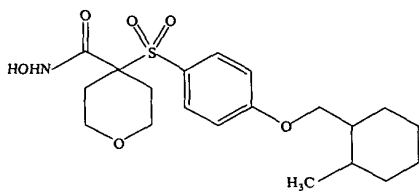
255. A compound or salt thereof according to claim 253, wherein the compound corresponds in structure to the following formula:



(255-1).

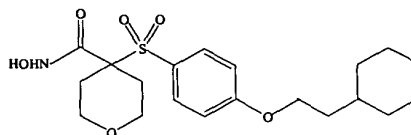
256. A compound or salt thereof according to claim 252, wherein E<sup>5</sup> is C<sub>3</sub>-C<sub>6</sub>-cycloalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

257. A compound or salt thereof according to claim 256, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(257-1)

and

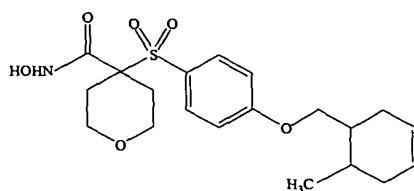


(257-2).

258. A compound or salt thereof according to claim 252, wherein E<sup>5</sup> is selected from the group consisting of cyclopentenyl, cyclopentadienyl, cyclohexenyl, and cyclohexadienyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

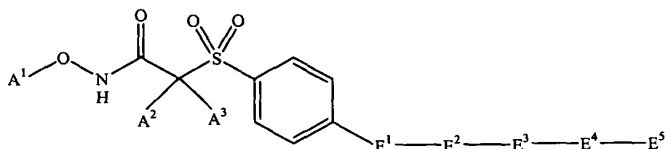
259. A compound or salt thereof according to claim 258, wherein the compound corresponds in structure to the following formula:



(259-1).

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260. A compound or salt thereof, wherein:  
the compound corresponds in structure to Formula 260-1:



(260-1); and

10 A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),  
15 heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

20 E<sup>1</sup> is selected from the group consisting of -O-, -S(O)<sub>2</sub>-, -S(O)-, -N(R<sup>1</sup>)-, -C(O)-N(R<sup>1</sup>)-, -N(R<sup>1</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

25 E<sup>3</sup> is carbonylpiperidinyl, wherein the carbonylpiperidinyl optionally is substituted; and

E<sup>4</sup> is selected from the group consisting of a bond, alkyl, and alkenyl, wherein the alkyl or alkenyl optionally is substituted; and

E<sup>5</sup> is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, carbocyclyl, and heterocyclyl, wherein any member of such group optionally  
5 is substituted; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>2</sup>, E<sup>3</sup>, E<sup>4</sup>, or E<sup>5</sup>.

10 261. A compound or salt thereof according to claim 260, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxy carbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
15 C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl,  
20 wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>3</sup> is carbonylpiperidinyl, wherein the carbonylpiperidinyl optionally is substituted  
25 with one or more halogen; and

E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, halo-C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, and halo-C<sub>2</sub>-C<sub>20</sub>-alkenyl; and

E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, carbocyclyl, and heterocyclyl,  
30 wherein:

the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, or C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN, and

5           the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, and  
10 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

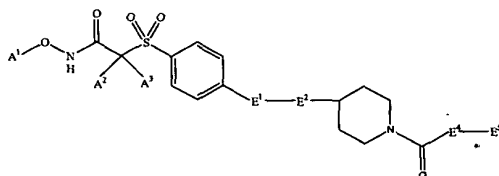
R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and  
15 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

R<sup>5</sup> and R<sup>6</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

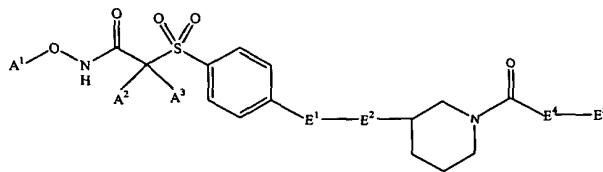
20           R<sup>7</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, -O-R<sup>8</sup>, -N(R<sup>8</sup>)(R<sup>9</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
25 any member (except -H) of such group optionally is substituted with one or more halogen.

262. A compound or salt thereof according to claim 261, wherein the compound corresponds in structure to a formula selected from the group consisting of:



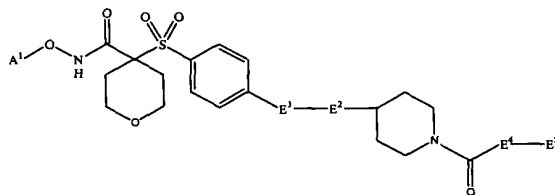
(262-1) and



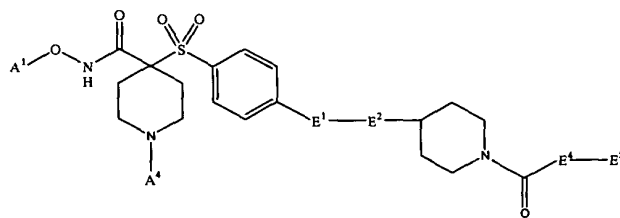
(262-2).

5

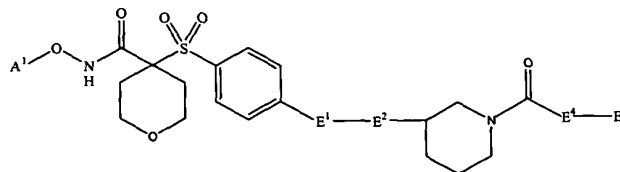
263. A compound or salt thereof according to claim 262, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(263-1),

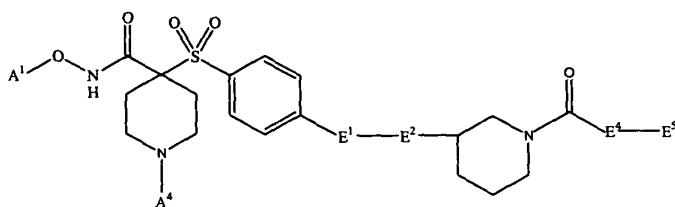


(263-2),



(263-3), and

15



(263-4); and

A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, alkoxy carbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

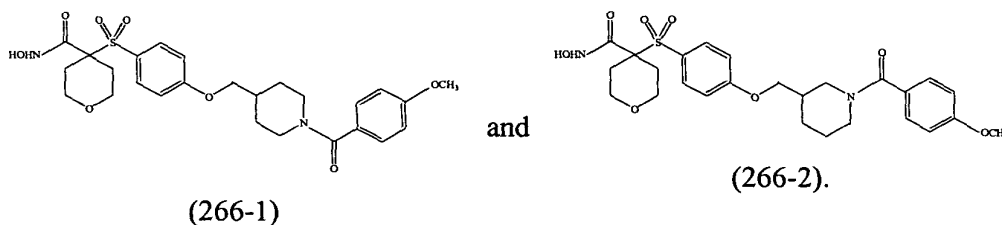
20

264. A compound or salt thereof according to claim 263, wherein E<sup>5</sup> is phenyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

25

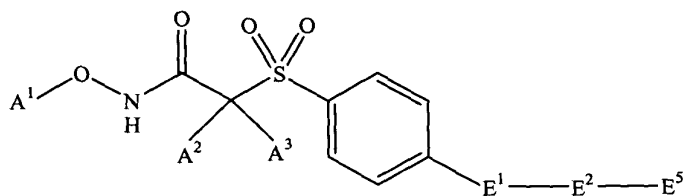
265. A compound or salt thereof according to claim 264, wherein E<sup>4</sup> is a bond.

266. A compound or salt thereof according to claim 265, wherein the compound  
5 corresponds in structure to a formula selected from the group consisting of:



267. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 267-1:



(267-1); and

A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl),  
15 carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an  
20 optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E<sup>1</sup> is selected from the group consisting of -O-, -S(O)<sub>2</sub>-, -S(O)-, -N(R<sup>1</sup>)-, -C(O)-N(R<sup>1</sup>)-, -N(R<sup>1</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E<sup>2</sup> forms a link of at least 3 carbon atoms between E<sup>1</sup> and E<sup>5</sup>; and

5 E<sup>5</sup> is selected from the group consisting of optionally-substituted heterocyclyl, optionally-substituted fused-ring carbocyclyl, and substituted single-ring carbocyclyl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>5</sup>.

10

268. A compound or salt thereof according to claim 267, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclylloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, 15 C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclylloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

20 E<sup>2</sup> is selected from the group consisting of C<sub>3</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkyl-cycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkyl-cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein the any member of such group optionally is substituted with one or more halogen; and

25 E<sup>5</sup> is selected from the group consisting of single-ring carbocyclyl, fused-ring carbocyclyl, and heterocyclyl, wherein:

the single-ring carbocyclyl:

is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, 30 halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>,

carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, optionally is  
substituted on the same atom with two substituents independently  
selected from the group consisting of alkyl and haloalkyl, the two  
5 substituents together forming C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or  
halo-C<sub>5</sub>-C<sub>6</sub>-cycloalkyl, and  
the heterocyclyl or fused-ring carbocyclyl:

optionally is substituted with one or more substituents  
independently selected from the group consisting of halogen, -OH,  
10 -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy,  
halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted  
C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>,  
carbocyclyl, halocarbocyclyl, and carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
optionally is substituted on the same atom with two substituents  
15 independently selected from the group consisting of alkyl and  
haloalkyl, the two substituents together forming C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or  
halo-C<sub>5</sub>-C<sub>6</sub>-cycloalkyl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

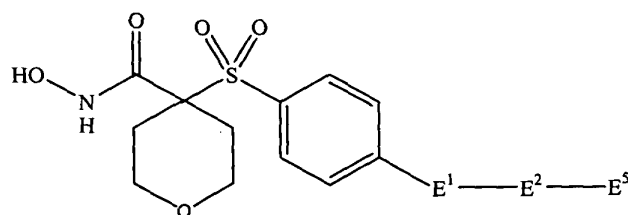
20 R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

R<sup>5</sup> and R<sup>6</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
25 any member (except -H) of such group optionally is substituted with one or more halogen;  
and

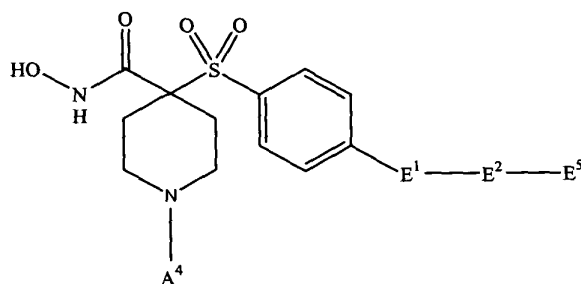
R<sup>7</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>8</sup>, -N(R<sup>8</sup>)(R<sup>9</sup>),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or  
30 more halogen; and

$R^8$  and  $R^9$  are independently selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl, carbocyclyl, carbocyclyl- $C_1$ - $C_8$ -alkyl, heterocyclyl, and heterocyclyl- $C_1$ - $C_8$ -alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

- 5           269. A compound or salt thereof according to claim 268, wherein:  
the compound corresponds in structure to a formula selected from the group  
consisting of:



(269-1) and



(269-2); and

- $A^4$  is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, alkoxy carbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl,
- 10  
15  
20

heterocyclisulfoxidoalkenyl, heterocyclisulfonylalkenyl, heterocyclisulfonyl,  
heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,  
heterocyclisulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,  
aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,

5 aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

270. A compound or salt thereof according to claim 269, wherein E<sup>5</sup> is  
single-ring carbocyclyl, which:

10 is substituted with one or more substituents independently selected from the  
group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl,  
halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted  
15 carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

optionally is substituted on the same atom with two substituents  
independently selected from the group consisting of alkyl and haloalkyl, the two  
substituents together forming C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or halo-C<sub>5</sub>-C<sub>6</sub>-cycloalkyl.

20 271. A compound or salt thereof according to claim 270, wherein E<sup>5</sup> is  
single-ring carbocyclyl substituted with one or more substituents independently selected  
from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>,  
25 carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted  
carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

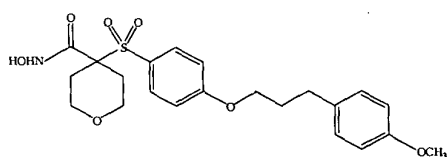
272. A compound or salt thereof according to claim 271, wherein E<sup>5</sup> is selected from the group consisting of cyclopropyl, cyclobutyl, cyclopentyl, cyclopentenyl, cyclopentadienyl, cyclohexyl, cyclohexenyl, cyclohexadienyl, and phenyl, wherein a member of such group:

5 is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted  
10 carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

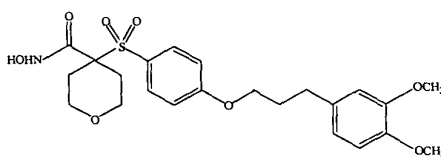
273. A compound or salt thereof according to claim 272, wherein E<sup>5</sup> is phenyl substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,

15 halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

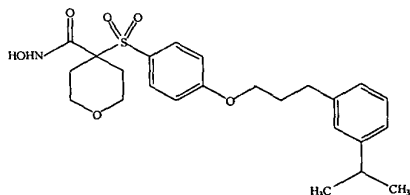
20 274. A compound or salt thereof according to claim 273, wherein the compound corresponds in structure to a formula selected from the group consisting of:



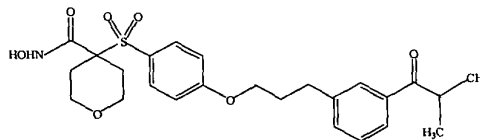
(274-1),



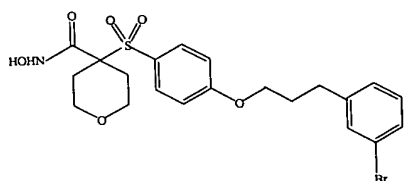
(274-2),



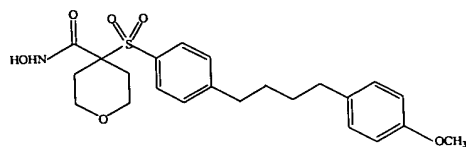
(274-3),



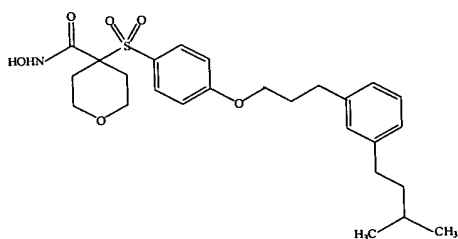
(274-4),



(274-5),

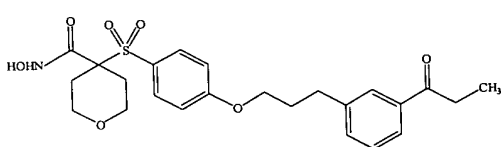


(274-6), and

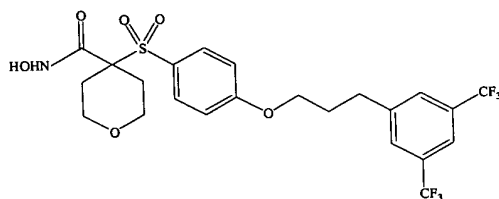


(274-7).

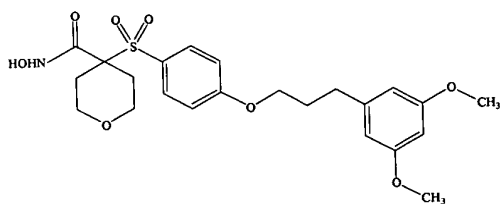
275. A compound or salt thereof according to claim 273, wherein the compound corresponds in structure to a formula selected from the group consisting of:



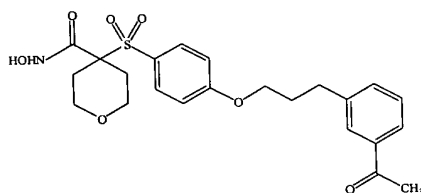
(275-1),



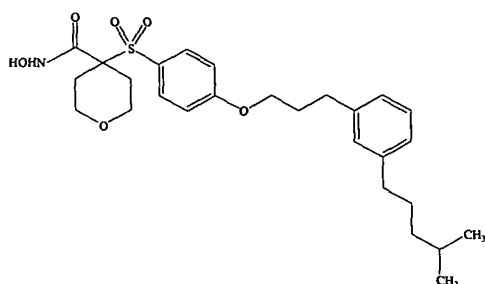
(275-2),



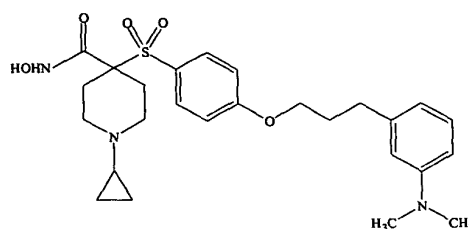
(275-3),



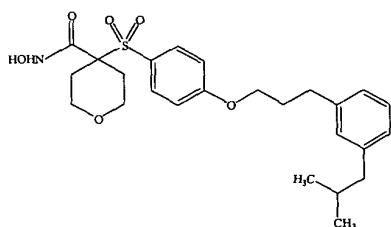
(275-4),



(275-5),



(275-6), and



(275-7).

276. A compound or salt thereof according to claim 269, wherein E<sup>5</sup> is fused-ring carbocyclyl, which:

- optionally is substituted with one or more substituents independently  
5 selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl; and  
10 optionally is substituted on the same atom with two substituents independently selected from the group consisting of alkyl and haloalkyl, the two substituents together forming C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or halo-C<sub>5</sub>-C<sub>6</sub>-cycloalkyl.

277. A compound or salt thereof according to claim 276, wherein E<sup>5</sup> is  
15 fused-ring carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>,

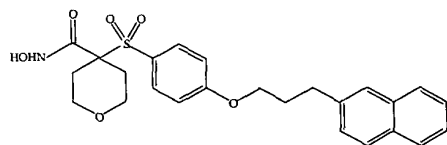
carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

278. A compound or salt thereof according to claim 277, wherein E<sup>5</sup> is selected from the group consisting of naphthalenyl, tetrahydronaphthalenyl, indenyl, isoindenyl, indanyl, bicyclodecanyl, anthracenyl, phenanthrene, benzonaphthenyl, fluorenyl, decalinyl, and norpinanyl, wherein a member of such group:

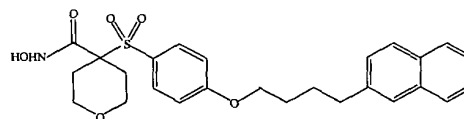
optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

279. A compound or salt thereof according to claim 278, wherein E<sup>5</sup> is naphthalenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

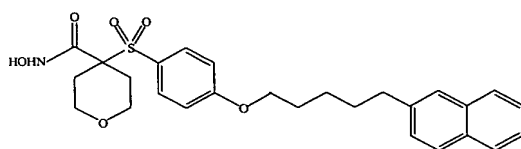
280. A compound or salt thereof according to claim 279, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(280-1),



(280-2), and



(280-3).

281. A compound or salt thereof according to claim 269, wherein E<sup>5</sup> is heterocyclyl, which:

optionally is substituted on the same atom with two substituents  
independently selected from the group consisting of alkyl and haloalkyl, the two  
substituents together forming C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or halo-C<sub>5</sub>-C<sub>6</sub>-cycloalkyl; and  
optionally is substituted with one or more substituents independently  
selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>,  
-S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and  
halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

282. A compound or salt thereof according to claim 281, wherein E<sup>5</sup> is heterocyclyl, which:

is substituted on the same atom with two substituents independently  
selected from the group consisting of alkyl and haloalkyl, the two substituents  
together forming C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or halo-C<sub>5</sub>-C<sub>6</sub>-cycloalkyl; and  
optionally is substituted with one or more substituents independently  
selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>,  
-S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and  
halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

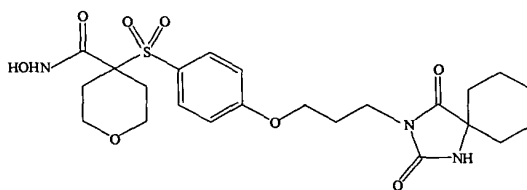
283. A compound or salt thereof according to claim 282, wherein E<sup>5</sup> is selected from the group consisting of dihydrofuranyl, tetrahydrofuranyl, dihydrothiophenyl,

tetrahydrothiophenyl, pyrrolinyl, pyrrolidinyl, imidazoliny, imidazolidinyl, pyrazolinyl, pyrazolidinyl, dithiolyl, oxathiolyl, thiazolinyl, isothiazolinyl, thiazolidinyl, isothiazolidinyl, oxathiolanyl, pyranyl, dihydropyranyl, piperidinyl, piperazinyl, and morpholinyl, wherein a member of such group:

5 is substituted on the same atom with two substituents independently selected from the group consisting of alkyl and haloalkyl, the two substituents together forming C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or halo-C<sub>5</sub>-C<sub>6</sub>-cycloalkyl; and

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, 10 halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

15 284. A compound or salt thereof according to claim 283, wherein the compound corresponds in structure to the following formula:



(284-1).

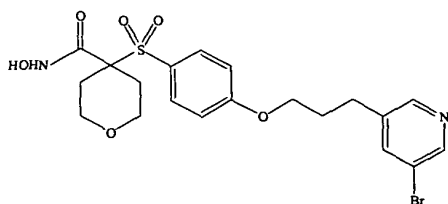
20 285. A compound or salt thereof according to claim 281, wherein E<sup>5</sup> is heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, 25 carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

286. A compound or salt thereof according to claim 285, wherein E<sup>5</sup> is selected from the group consisting of furanyl, tetrahydropyranyl, dihydrofuranyl, tetrahydrofuranyl, thiophenyl, dihydrothiophenyl, tetrahydrothiophenyl, pyrrolyl, isopyrrolyl, pyrrolinyl, pyrrolidinyl, imidazolyl, isoimidazolyl, imidazoliny, 5 imidazolidinyl, pyrazolyl, pyrazolinyl, pyrazolidinyl, triazolyl, tetrazolyl, dithiolyl, oxathiolyl, oxazolyl, isoxazolyl, oxazolidinyl, isoxazolidinyl, thiazolyl, isothiazolyl, thiazolinyl, isothiazolinyl, thiazolidinyl, isothiazolidinyl, thiodiazolyl, oxathiazolyl, oxadiazolyl, oxatriazolyl, dioxazolyl, oxathiazolyl, oxathiolyl, oxathiolanyl, pyranyl, dihydropyranyl, pyridinyl, piperidinyl, diazinyl, piperazinyl, triazinyl, oxazinyl, 10 isoxazinyl, oxathiazinyl, oxadiazinyl, morpholinyl, azepinyl, oxepinyl, thiepinyl, and diazepinyl, wherein a member of such group:

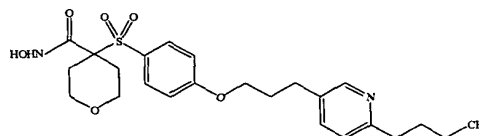
optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, 15 halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

287. A compound or salt thereof according to claim 286, wherein E<sup>5</sup> is 20 pyridinyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted 25 carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

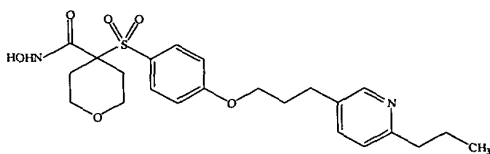
288. A compound or salt thereof according to claim 287, wherein the compound corresponds in structure to a formula selected from the group consisting of:



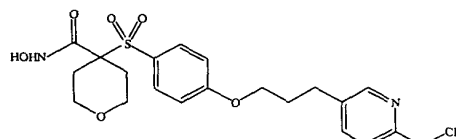
(288-1),



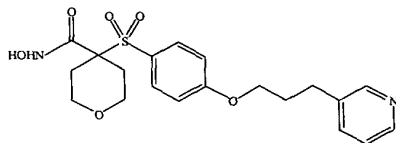
(288-2),



(288-3),



(288-4), and

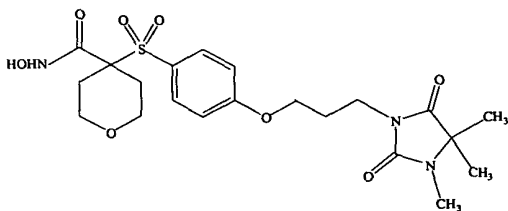


(288-5).

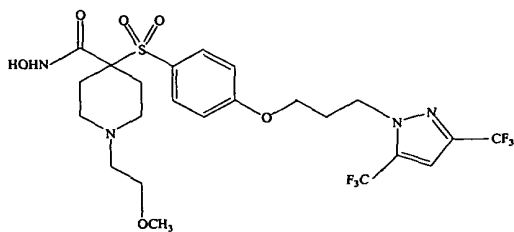
289. A compound or salt thereof according to claim 286, wherein E<sup>5</sup> is selected from the group consisting of imidazolyl, imidazoliny, imidazolidiny, pyrazolyl, pyrazoliny, and pyrazolidiny, wherein a member of such group:

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

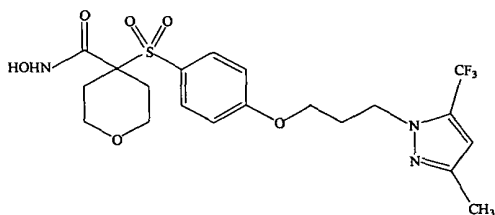
290. A compound or salt thereof according to claim 289, wherein the compound corresponds in structure to a formula selected from the group consisting of:



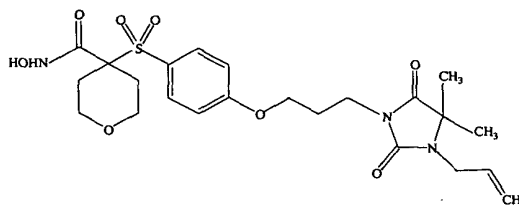
(290-1)



(290-2),



(290-3), and



(290-4).

291. A compound or salt thereof according to claim 285, wherein E<sup>5</sup> is  
5 fused-ring heterocyclyl optionally substituted with one or more substituents independently  
selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>,  
carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted  
10 carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

292. A compound or salt thereof according to claim 291, wherein E<sup>5</sup> is selected  
from the group consisting of indoliziny, pyrindiny, pyranopyrroly, 4H-quinoliziny,  
puriny, naphthyridiny, pyridopyridiny, pteridiny, indoly, isoindoly, indoleniny,  
15 isoindazolyl, benzaziny, phthalaziny, quinoxaliny, quinazoliny, benzodiaziny,  
benzopyrany, benzothiopyrany, benzoxazolyl, indoxaziny, anthranily, benzodioxolyl,  
benzodioxany, benzoxadiazolyl, benzofurany, isobenzofurany, benzothiényl,  
isobenzothiényl, benzothiazolyl, benzothiadiazolyl, benzimidazolyl, benzotriazolyl,

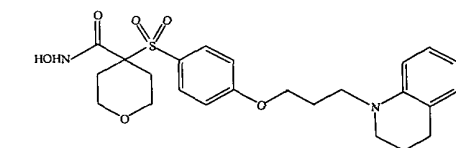
benzoxazinyl, benzisoxazinyl, tetrahydroisoquinolinyl, carbazolyl, xanthenyl, and acridinyl, wherein a member of such group:

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

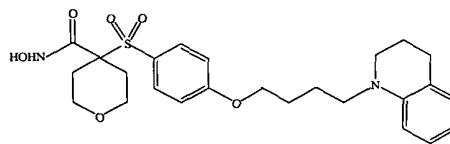
293. A compound or salt thereof according to claim 292, wherein E<sup>5</sup> is tetrahydroisoquinolinyl, which,

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

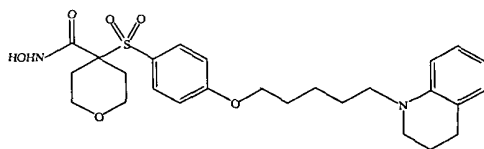
294. A compound or salt thereof according to claim 293, wherein the compound corresponds in structure to a formula selected from the group consisting of:



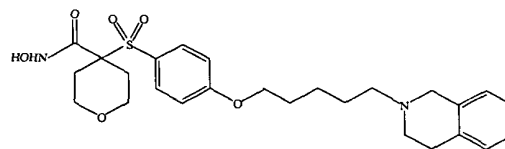
(294-1),



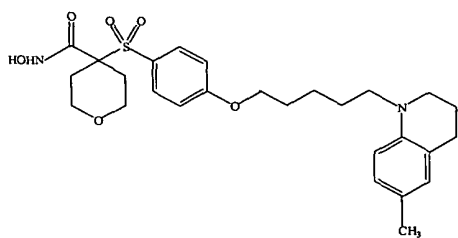
(294-2),



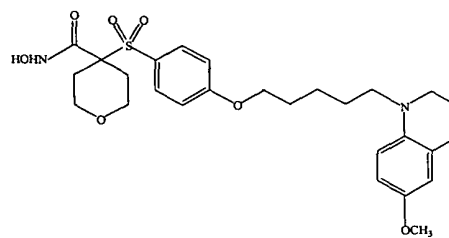
(294-3),



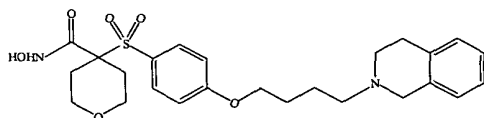
(294-4),



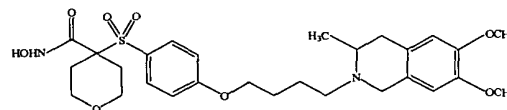
(294-5),



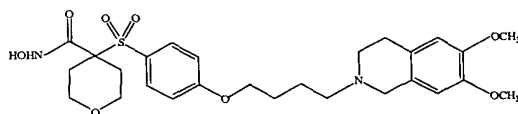
(294-6),



(294-7),

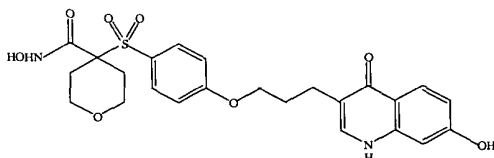


(294-8), and

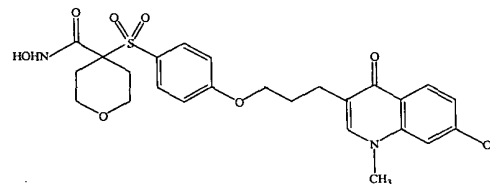


(294-9).

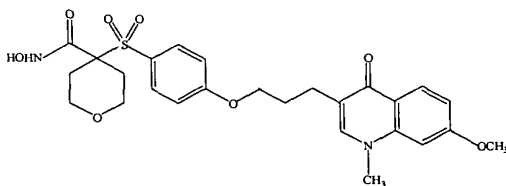
295. A compound or salt thereof according to claim 291, wherein the compound corresponds in structure to a formula selected from the group consisting of:



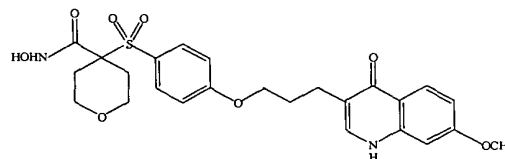
(295-1),



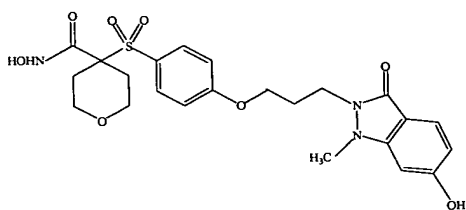
(295-2),



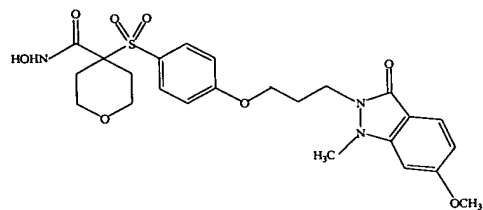
(295-3),



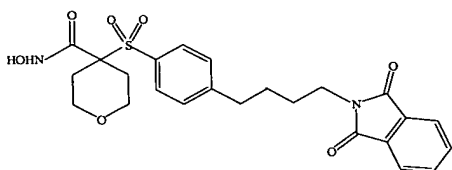
(295-4),



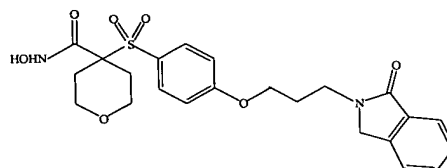
(295-5),



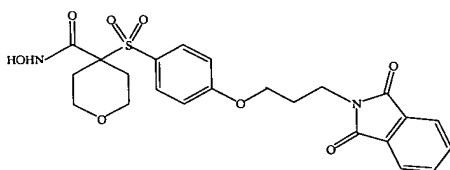
(295-6),



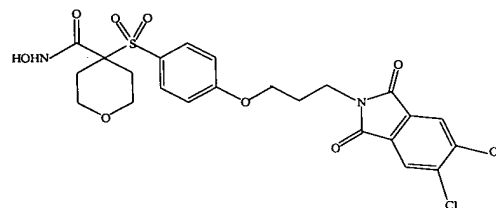
(295-7),



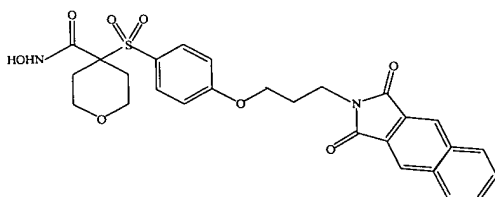
(295-8),



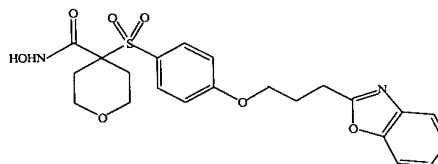
(295-9),



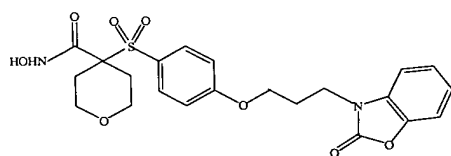
(295-10),



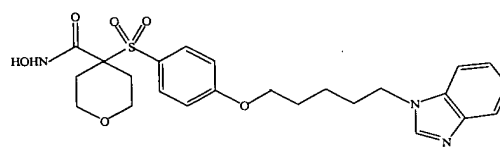
(295-11),



(295-12),

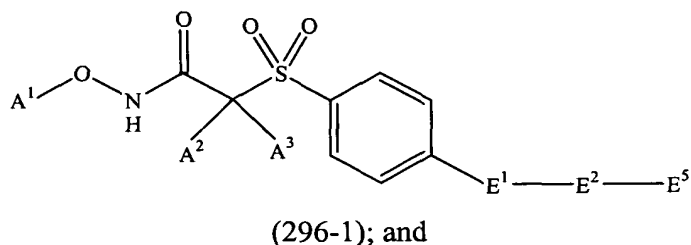


(295-13), and



(295-14).

296. A compound or salt thereof, wherein:  
the compound corresponds in structure to Formula 296-1:



- 5           A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),
- 10 heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

- 15           E<sup>1</sup> is selected from the group consisting of -O-, -S(O)<sub>2</sub>-, -S(O)-, -N(R<sup>1</sup>)-, -C(O)-N(R<sup>1</sup>)-, -N(R<sup>1</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

- 20           E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E<sup>2</sup> forms a link of at least 4 carbon atoms between E<sup>1</sup> and E<sup>5</sup>; and

E<sup>5</sup> is selected from the group consisting of -OH and optionally-substituted carbocyclyl; and

- 25           neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>5</sup>.

297. A compound or salt thereof according to claim 296, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of C<sub>4</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkyl-cycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkyl-cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein the any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>5</sup> is selected from the group consisting of -OH and carbocyclyl, wherein the carbocyclyl:

optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and

optionally is substituted with two C<sub>1</sub>-C<sub>8</sub>-alkyl or halo-C<sub>1</sub>-C<sub>8</sub>-alkyl groups on the same atom that form a C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or C<sub>5</sub>-C<sub>6</sub>-halocycloalkyl, and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

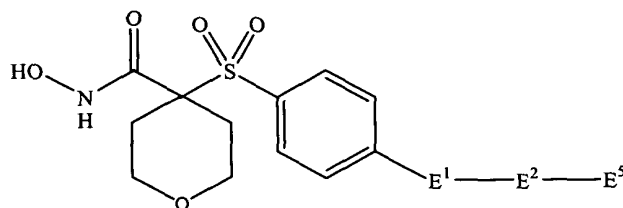
$R^5$  and  $R^6$  are independently selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl, carbocyclyl, carbocyclyl- $C_1$ - $C_8$ -alkyl, heterocyclyl, and heterocyclyl- $C_1$ - $C_8$ -alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

5  $R^7$  is selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl,  $-O-R^8$ ,  $-N(R^8)(R^9)$ , carbocyclyl- $C_1$ - $C_8$ -alkyl, and heterocyclyl- $C_1$ - $C_8$ -alkyl, wherein the  $C_1$ - $C_8$ -alkyl, carbocyclyl- $C_1$ - $C_8$ -alkyl, or heterocyclyl- $C_1$ - $C_8$ -alkyl optionally is substituted with one or more halogen; and

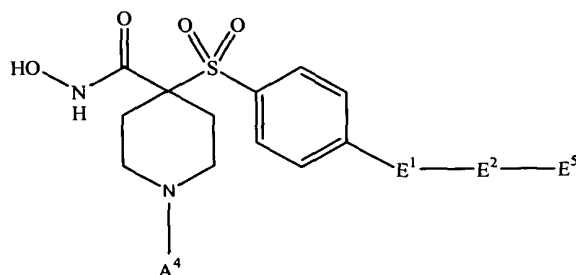
10  $R^8$  and  $R^9$  are independently selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl, carbocyclyl, carbocyclyl- $C_1$ - $C_8$ -alkyl, heterocyclyl, and heterocyclyl- $C_1$ - $C_8$ -alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

298. A compound or salt thereof according to claim 297, wherein:

15 the compound corresponds in structure to a formula selected from the group consisting of:



(298-1) and



(298-2); and

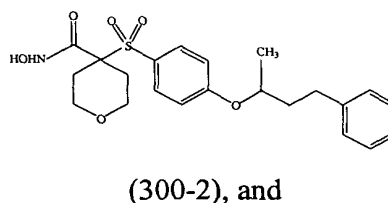
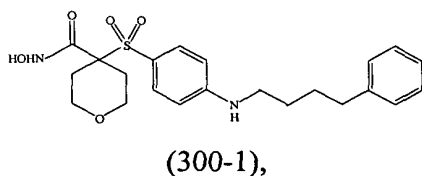
20  $A^4$  is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, alkoxy carbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsufoxidoalkyl, alkylthioalkenyl,

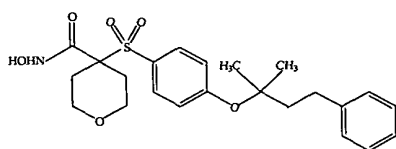
alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl,  
carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl,  
carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl,  
carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl,  
5 carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl,  
heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl,  
heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl,  
heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl,  
heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,  
10 heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,  
aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,  
aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

15 299. A compound or salt thereof according to claim 298, wherein E<sup>5</sup> is phenyl  
optionally substituted with one or more substituents independently selected from the group  
consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl,  
20 halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted  
carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

300. A compound or salt thereof according to claim 299, wherein the compound  
corresponds in structure to a formula selected from the group consisting of:

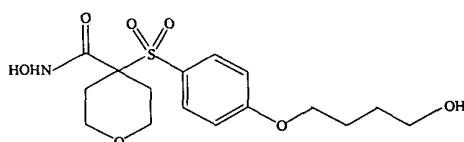




(300-3).

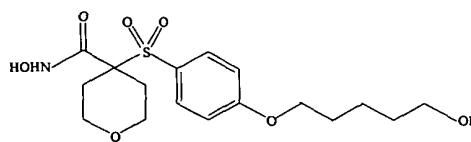
301. A compound or salt thereof according to claim 298, wherein E<sup>5</sup> is -OH.

302. A compound or salt thereof according to claim 301, wherein the compound  
5 corresponds in structure to a formula selected from the group consisting of:



(302-1)

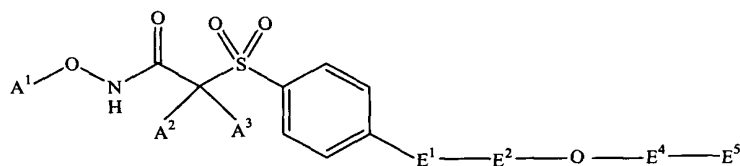
and



(302-2).

303. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 303-1:



(303-1); and

A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E<sup>1</sup> is selected from the group consisting of -S(O)<sub>2</sub>-, -S(O)-, -N(R<sup>1</sup>)-, -C(O)-N(R<sup>1</sup>)-, -N(R<sup>1</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally  
5 is substituted; and

E<sup>4</sup> is selected from the group consisting of a bond, alkyl, and alkenyl, wherein the alkyl or alkenyl optionally is substituted; and

E<sup>5</sup> is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, carbocyclyl, and heterocyclyl, wherein any member of such group optionally  
10 is substituted; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>2</sup>, E<sup>4</sup>, or E<sup>5</sup>

15 304. A compound or salt thereof according to claim 303, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxy carbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
20 C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl,  
25 wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-halo-alkyl; and

E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, halo-C<sub>1</sub>-C<sub>20</sub>-alkyl,  
30 C<sub>2</sub>-C<sub>20</sub>-alkenyl, and halo-C<sub>2</sub>-C<sub>20</sub>-alkenyl; and

E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, carbocyclyl, and heterocyclyl, wherein:

the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, or C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN, and

the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

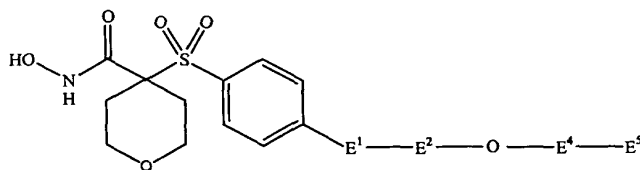
R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

R<sup>5</sup> and R<sup>6</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

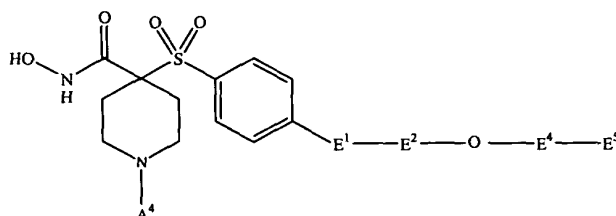
R<sup>7</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, -O-R<sup>8</sup>, -N(R<sup>8</sup>)(R<sup>9</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

305. A compound or salt thereof according to claim 304, wherein:  
the compound corresponds in structure to a formula selected from the group  
consisting of:



(305-1) and



(305-2); and

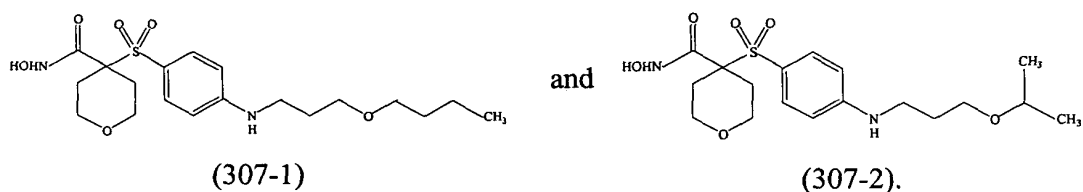
A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl,  
alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl,  
10 alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl,  
alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl,  
alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl,  
carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl,  
carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl,  
15 carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl,  
carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl,  
heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl,  
heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl,  
heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl,  
20 heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,  
heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,  
aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,  
aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

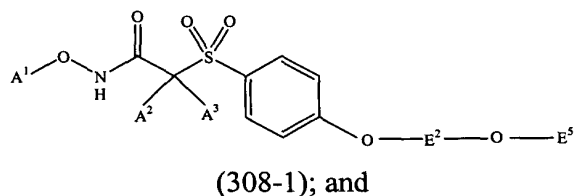
306. A compound or salt thereof according to claim 305, wherein E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, and C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein:

the C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, or C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN.

307. A compound or salt thereof according to claim 306, wherein the compound corresponds in structure to a formula selected from the group consisting of:



308. A compound or salt thereof, wherein:  
the compound corresponds in structure to Formula 308-1:



A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E<sup>2</sup> comprises at least 3 carbon atoms; and

5 E<sup>5</sup> is selected from the group consisting of -H, alkyl, alkenyl, alkynyl, alkoxyalkyl, carbocyclyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein:

the alkyl, alkenyl, alkynyl, or alkoxyalkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen,  
10 -OH, -NO<sub>2</sub>, and -CN, and

the carbocyclyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, or heterocyclylalkoxyalkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, alkyl, haloalkyl, alkoxy, haloalkoxy, alkoxyalkyl, halogen-substituted alkoxyalkyl,  
15 -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclylalkyl, and halogen-substituted carbocyclylalkyl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

20 R<sup>3</sup> is selected from the group consisting of -H, alkyl, -O-R<sup>4</sup>, -N(R<sup>4</sup>)(R<sup>5</sup>), carbocyclylalkyl, and heterocyclylalkyl, wherein the alkyl, carbocyclylalkyl, or heterocyclylalkyl optionally is substituted with one or more halogen; and

R<sup>4</sup> and R<sup>5</sup> are independently selected from the group consisting of -H, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein any member  
25 (except -H) of such group optionally is substituted with one or more halogen.

309. A compound or salt thereof according to claim 308, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxy carbonyl,  
30 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>6</sup>)(R<sup>7</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,

C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocycliloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>6</sup>)(R<sup>7</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

5        E<sup>2</sup> is selected from the group consisting of C<sub>3</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

10        E<sup>5</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>10</sub>-alkoxy-C<sub>1</sub>-C<sub>10</sub>-alkyl, heterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>10</sub>-alkoxy-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein:

15                the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, or C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN, and

20                the carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>10</sub>-alkoxy-C<sub>1</sub>-C<sub>10</sub>-alkyl, heterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>10</sub>-alkoxy-C<sub>1</sub>-C<sub>10</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

25        R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

30        R<sup>3</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>4</sup>, -N(R<sup>4</sup>)(R<sup>5</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl,

carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

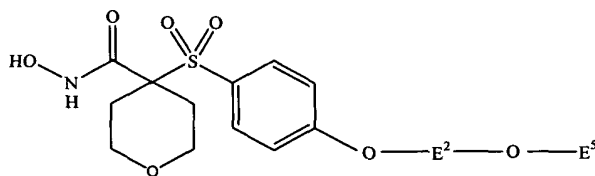
R<sup>4</sup> and R<sup>5</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
5 any member (except -H) of such group optionally is substituted with one or more halogen; and

R<sup>6</sup> and R<sup>7</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl.

10

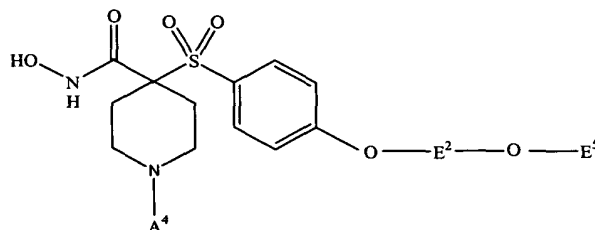
310. A compound or salt thereof according to claim 309, wherein:

the compound corresponds in structure to a formula selected from the group consisting of:



15

(310-1) and



(310-2); and

A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsufoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl,

20

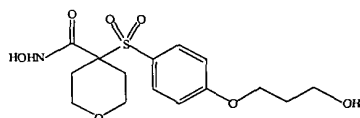
carbocyclisulfoxidoalkyl, carbocyclisulfonylalkyl, carbocyclylthioalkenyl,  
carbocyclisulfoxidoalkenyl, carbocyclisulfonylalkenyl, heterocyclyl, heterocyclylalkyl,  
heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl,  
heterocyclisulfoxidoalkyl, heterocyclisulfonylalkyl, heterocyclylthioalkenyl,  
5 heterocyclisulfoxidoalkenyl, heterocyclisulfonylalkenyl, heterocyclisulfonyl,  
heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,  
heterocyclisulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,  
aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,  
aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

10 any member (except -H) of such group optionally is substituted.

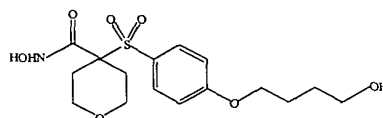
311. A compound or salt thereof according to claim 310, wherein E<sup>5</sup> is selected  
from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, and  
C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein:

15 the C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>2</sub>-C<sub>8</sub>-alkenyl, C<sub>2</sub>-C<sub>8</sub>-alkynyl, or C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl  
optionally is substituted with one or more substituents independently selected from  
the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN.

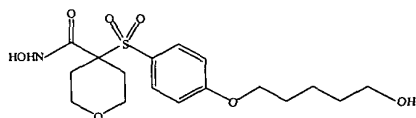
312. A compound or salt thereof according to claim 311, wherein the compound  
20 corresponds in structure to a formula selected from the group consisting of:



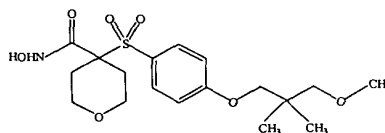
(312-1),



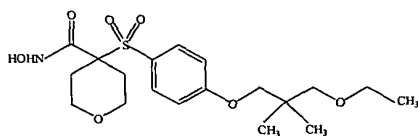
(312-2),



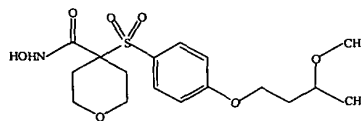
(312-3),



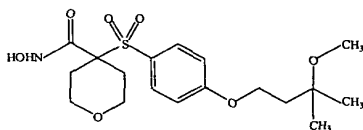
(312-4),



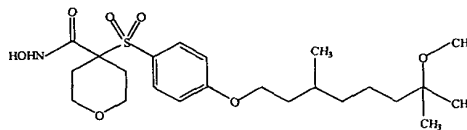
(312-5),



(312-6),



(312-7), and



(312-8).

313. A compound or salt thereof according to claim 310, wherein E<sup>5</sup> is selected from the group consisting of carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein:

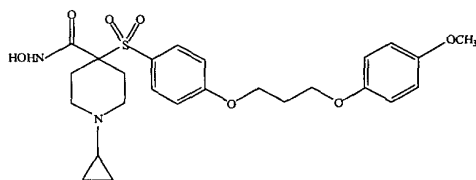
the carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

314. A compound or salt thereof according to claim 313, wherein E<sup>5</sup> is carbocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

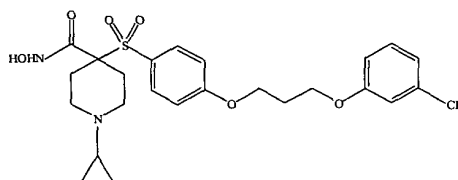
315. A compound or salt thereof according to claim 314, wherein E<sup>2</sup> is C<sub>3</sub>-C<sub>5</sub>-alkyl optionally substituted with one or more halogen.

316. A compound or salt thereof according to claim 315, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

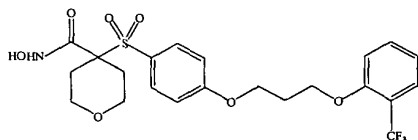
317. A compound or salt thereof according to claim 316, wherein the compound corresponds in structure to a formula selected from the group consisting of:



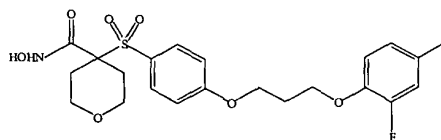
(317-1),



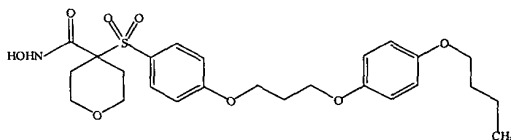
(317-2),



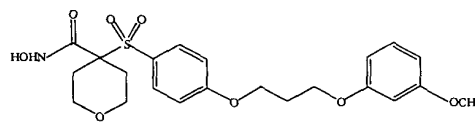
(317-3),



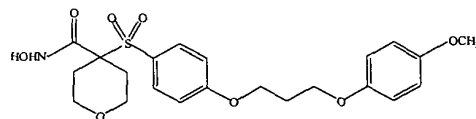
(317-4),



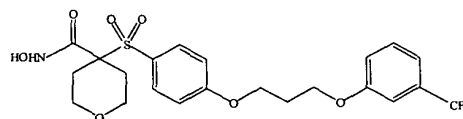
(317-5),



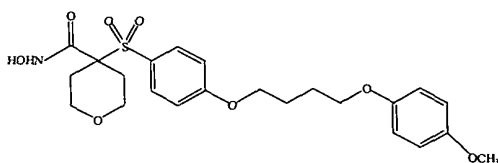
(317-6),



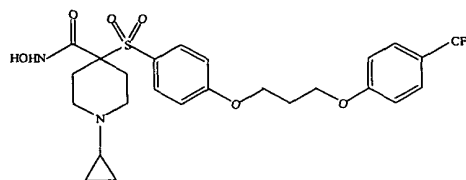
(317-7),



(317-8),



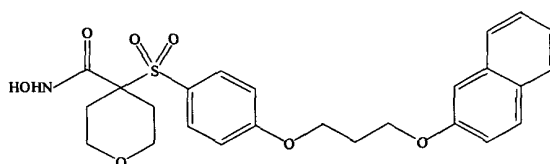
(317-9), and



(317-10).

318. A compound or salt thereof according to claim 315, wherein E<sup>5</sup> is naphthalenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbo-cyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

319. A compound or salt thereof according to claim 318, wherein the compound corresponds in structure to the following formula:

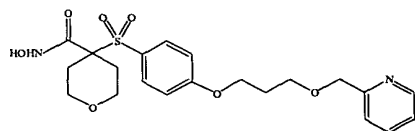


(319-1).

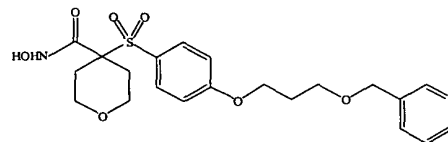
320. A compound or salt thereof according to claim 310, wherein E<sup>5</sup> is selected from the group consisting of heterocyclyl and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein:

the heterocyclyl and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally are substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbo-cyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

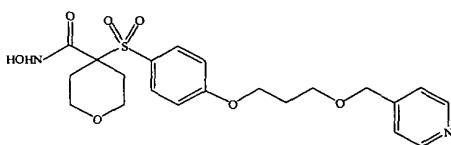
321. A compound or salt thereof according to claim 320, wherein the compound corresponds in structure to a formula selected from the group consisting of:



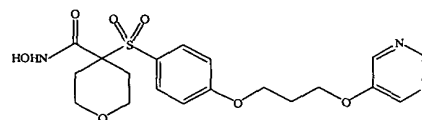
(321-1),



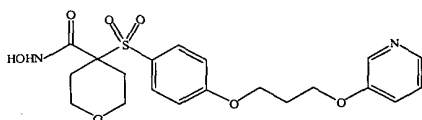
(321-2),



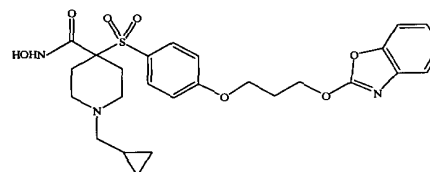
(321-3),



(321-4),

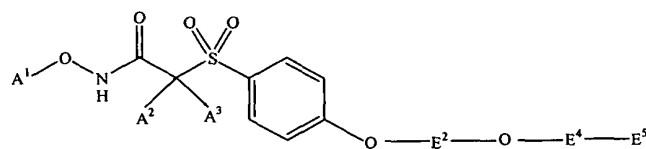


(321-5), and



(321-6).

322. A compound or salt thereof, wherein:  
the compound corresponds in structure to Formula 322-1:



(322-1); and

$A^1$  is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclcarbonyl, carbocyclalkylcarbonyl, heterocyclcarbonyl, heterocyclalkylcarbonyl, carbocyclloxy carbonyl, carbocyclalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocycll(thiocarbonyl), carbocyclalkyl(thiocarbonyl), heterocycll(thiocarbonyl), heterocyclalkyl(thiocarbonyl), carbocyclloxy(thiocarbonyl), carbocyclalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally  
5 is substituted; and

E<sup>4</sup> is selected from the group consisting of a bond, alkyl, and alkenyl, wherein the alkyl or alkenyl optionally is substituted; and

E<sup>5</sup> is selected from the group consisting of:  
optionally-substituted alkenyl, and  
10 optionally-substituted alkynyl, and  
optionally-substituted alkoxy, and  
optionally-substituted alkoxyalkyl, and  
single-ring carbocyclyl substituted with one or more substituents  
independently selected from the group consisting of -OH, -NO<sub>2</sub>, -CN,  
15 -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl,  
carbocyclylalkyl, halogen-substituted carbocyclylalkyl, heterocyclyl,  
haloheterocyclyl, heterocyclylalkyl, and halogen-substituted  
heterocyclylalkyl, and  
single-ring carbocyclyl having multiple substitutions, and  
20 optionally-substituted fused-ring carbocyclyl, and  
optionally-substituted heterocyclyl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

25 R<sup>3</sup> is selected from the group consisting of -H, alkyl, -O-R<sup>4</sup>, -N(R<sup>4</sup>)(R<sup>5</sup>), carbocyclylalkyl, and heterocyclylalkyl, wherein the alkyl, carbocyclylalkyl, or heterocyclylalkyl optionally is substituted with one or more halogen; and

R<sup>4</sup> and R<sup>5</sup> are independently selected from the group consisting of -H, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein any member  
30 (except -H) of such group optionally is substituted with one or more halogen; and  
an atom in E<sup>2</sup> optionally is bound to an atom in E<sup>5</sup> to form a ring.

323. A compound or salt thereof according to claim 322, wherein:

- A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>6</sup>)(R<sup>7</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>6</sup>)(R<sup>7</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and
- E<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more substituents selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and
- E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, halo-C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, and halo-C<sub>2</sub>-C<sub>20</sub>-alkenyl; and
- E<sup>5</sup> is selected from the group consisting of C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, heterocyclyl, single-ring carbocyclyl, and fused-ring carbocyclyl, wherein:
- the C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, or C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN, and
- the heterocyclyl or fused-ring carbocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, haloheterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and

the single-ring carbocyclyl is either:

- substituted with one or more substituents independently  
selected from the group consisting of -OH, -NO<sub>2</sub>, -CN, -N(R<sup>5</sup>)(R<sup>6</sup>),  
-C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl,  
5 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, haloheterocyclyl,  
heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted  
heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or  
substituted with 2 or more substituents independently  
10 selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN,  
C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy,  
C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted  
C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>,  
carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
15 halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl,  
haloheterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted  
heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
20 any member (except -H) of such group optionally is substituted with one or more halogen;  
and

R<sup>3</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>4</sup>, -N(R<sup>4</sup>)(R<sup>5</sup>),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or  
25 more halogen; and

R<sup>4</sup> and R<sup>5</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
any member (except -H) of such group optionally is substituted with one or more halogen;  
and

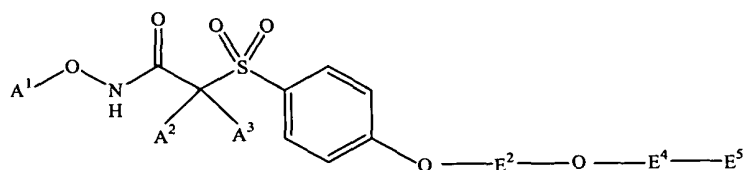
$R^6$  and  $R^7$  are independently selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl,  $C_1$ - $C_8$ -alkoxycarbonyl,  $C_1$ - $C_8$ -alkylcarbonyl, carbocyclyl- $C_1$ - $C_8$ -alkyl, and carbocyclyl- $C_1$ - $C_8$ -alkoxycarbonyl; and

an atom in  $E^2$  optionally is bound to an atom in  $E^5$  to form a ring.

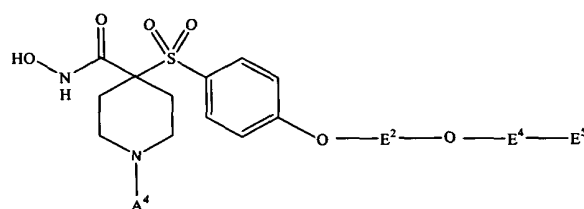
5

324. A compound or salt thereof according to claim 323, wherein:

the compound corresponds in structure to a formula selected from the group consisting of:



(324-1) and



(324-2); and

$A^4$  is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,

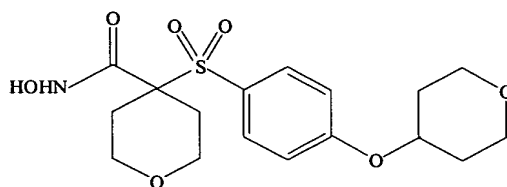
heterocyclysulfonyl, heterocyclycarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

5

325. A compound or salt thereof according to claim 324, wherein an atom of E<sup>2</sup> is bound to an atom of E<sup>5</sup> to form a ring.

326. A compound or salt thereof according to claim 325, wherein the compound  
10 corresponds in structure to the following formula:



(326-1).

327. A compound or salt thereof according to claim 324, wherein:

15

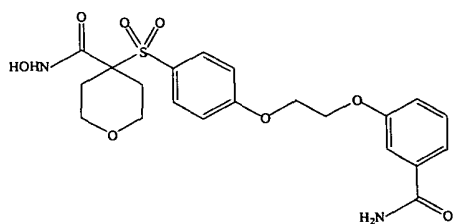
E<sup>5</sup> is phenyl substituted with one or more substituents independently selected from the group consisting of -OH, -NO<sub>2</sub>, -CN, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, haloheterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

20

E<sup>2</sup> is not bound to an atom of E<sup>5</sup> to form a ring.

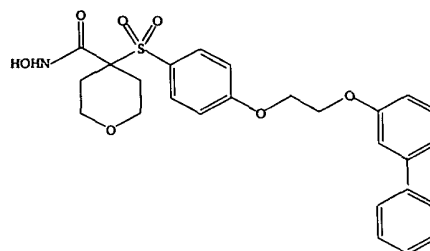
328. A compound or salt thereof according to claim 327, wherein E<sup>4</sup> is a bond.

329. A compound or salt thereof according to claim 328, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(329-1)

and



(329-2).

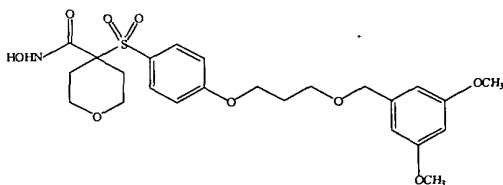
330. A compound or salt thereof according to claim 324, wherein:

- 5 E<sup>5</sup> is phenyl substituted with 2 or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, haloheterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted
- 10 heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>2</sup> is not bound to an atom of E<sup>5</sup> to form a ring.

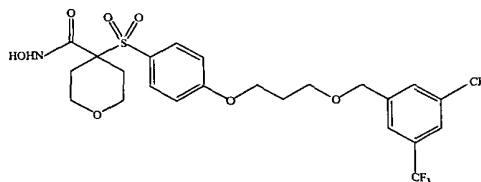
331. A compound or salt thereof according to claim 330, wherein E<sup>4</sup> is methyl.

- 15 332. A compound or salt thereof according to claim 331, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(332-1)

and

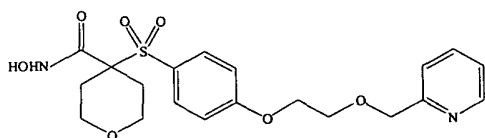


(332-2).

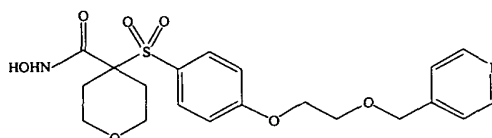
333. A compound or salt thereof according to claim 324, wherein E<sup>5</sup> is heterocyclyl optionally substituted with one or more substituents independently selected
- 20 from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl,

C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, haloheterocyclyl, heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted  
5 heterocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

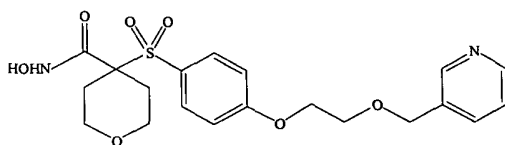
334. A compound or salt thereof according to claim 333, wherein the compound corresponds in structure to a formula selected from the group consisting of:



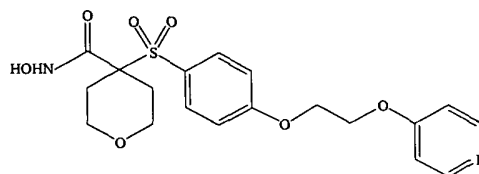
(334-1),



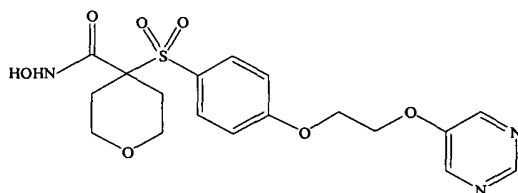
(334-2),



(334-3),

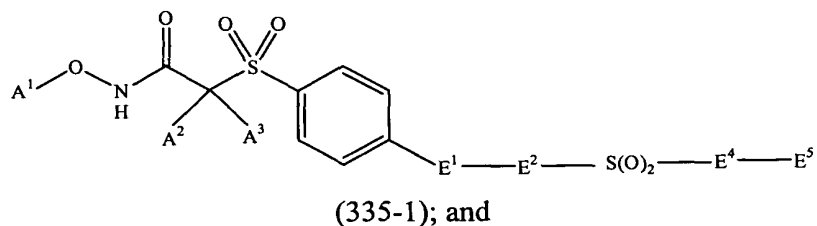


(334-4), and



(334-5).

335. A compound or salt thereof, wherein:  
the compound corresponds in structure to Formula 335-1:



5        A¹ is selected from the group consisting of -H, alkylcarbonyl, alkoxycarbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxycarbonyl, carbocyclylalkoxycarbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),  
10 heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

      A² and A³, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

15        E¹ is selected from the group consisting of -S(O)₂-, -S(O)-, -N(R¹)-, -C(O)-N(R¹)-, -N(R¹)-C(O)-, and -C(R¹)(R²)-; and

      E² is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

20        E⁴ is selected from the group consisting of a bond, alkyl, and alkenyl, wherein the alkyl or alkenyl optionally is substituted; and

      E⁵ is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, carbocyclyl, and heterocyclyl, wherein any member of such group optionally is substituted; and

25        R¹ and R² are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

      neither R¹ nor R² forms a ring structure with E², E⁴, or E⁵

336. A compound or salt thereof according to claim 335, wherein:

- $A^1$  is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and
- $E^2$  is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more substituents selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and
- $E^4$  is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, halo-C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, and halo-C<sub>2</sub>-C<sub>20</sub>-alkenyl; and
- $E^5$  is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, carbocyclyl, and heterocyclyl, wherein:
- the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, or C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN, and
- the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and
- R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

$R^3$  and  $R^4$  are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

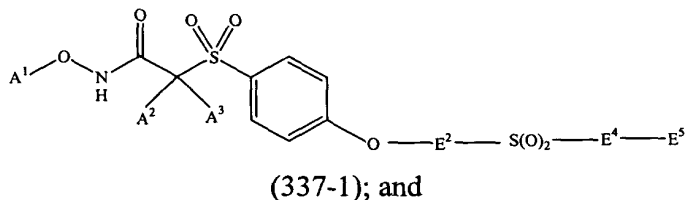
$R^5$  and  $R^6$  are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

$R^7$  is selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, -O- $R^8$ , -N( $R^8$ )( $R^9$ ), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

$R^8$  and  $R^9$  are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

337. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 337-1:



$A^1$  is selected from the group consisting of -H, alkylcarbonyl, alkoxycarbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxycarbonyl, carbocyclylalkoxycarbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

$A^2$  and  $A^3$ , together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E<sup>4</sup> is selected from the group consisting of alkyl and alkenyl, wherein the alkyl or  
5 alkenyl optionally is substituted; and

E<sup>5</sup> is selected from the group consisting of -H, alkyl, alkenyl, alkynyl, alkoxy, carbocyclyl, and heterocyclyl, wherein any member of such group optionally is substituted.

10 338. A compound or salt thereof according to claim 337, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>1</sup>)(R<sup>2</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
15 C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>1</sup>)(R<sup>2</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl,  
20 C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>4</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, halo-C<sub>1</sub>-C<sub>20</sub>-alkyl,  
25 C<sub>2</sub>-C<sub>20</sub>-alkenyl, and halo-C<sub>2</sub>-C<sub>20</sub>-alkenyl; and

E<sup>5</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, carbocyclyl, and heterocyclyl, wherein:

the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, or C<sub>1</sub>-C<sub>20</sub>-alkoxy  
optionally is substituted with one or more substituents independently selected from  
30 the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN, and

the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

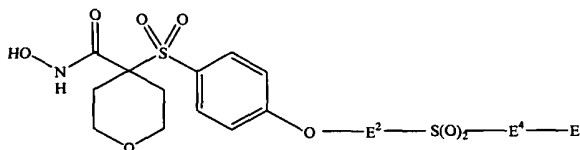
R<sup>5</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>6</sup>, -N(R<sup>6</sup>)(R<sup>7</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

R<sup>6</sup> and R<sup>7</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

20

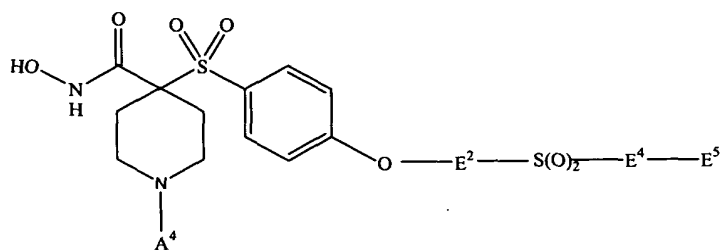
339. A compound or salt thereof according to claim 338, wherein:

the compound corresponds in structure to a formula selected from the group consisting of:



25

(339-1) and



(339-2); and

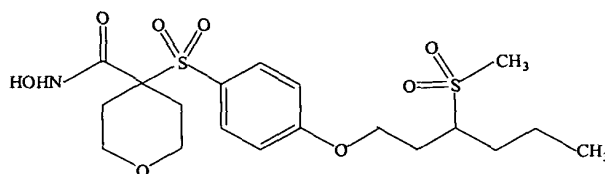
$A^4$  is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

340. A compound or salt thereof according to claim 339, wherein  $E^5$  is selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl,  $C_2$ - $C_8$ -alkenyl,  $C_2$ - $C_8$ -alkynyl, and  $C_1$ - $C_8$ -alkoxy, wherein:

the  $C_1$ - $C_8$ -alkyl,  $C_2$ - $C_8$ -alkenyl,  $C_2$ - $C_8$ -alkynyl, or  $C_1$ - $C_8$ -alkoxy optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN.

341. A compound or salt thereof according to claim 340, wherein the compound corresponds in structure to the following formula:



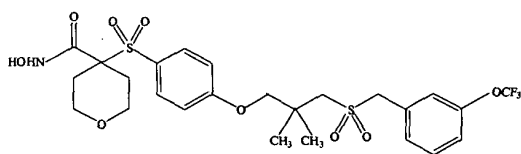
(341-1).

5

342. A compound or salt thereof according to claim 339, wherein E<sup>5</sup> is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

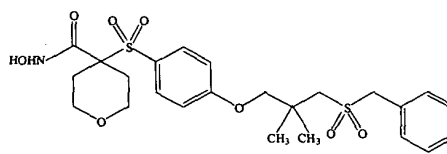
10

343. A compound or salt thereof according to claim 342, wherein the compound corresponds in structure to a formula selected from the group consisting of:



(343-1)

and

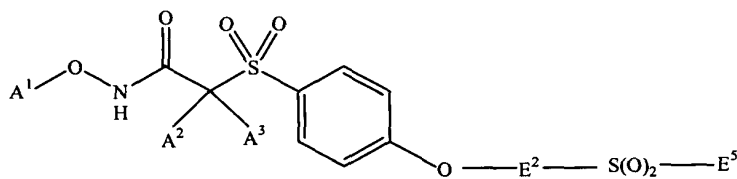


(343-2).

15

344. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 344-1:



(344-1); and

A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclylalkoxy carbonyl, carbocyclylalkoxy carbonyl,

20

aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocycloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member  
5 (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally  
10 is substituted; and

E<sup>2</sup> contains less than 5 carbon atoms; and

E<sup>5</sup> is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, carbocyclyl, and heterocyclyl, wherein any member of such group optionally is substituted.

15

345. A compound or salt thereof according to claim 344, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocycloxy carbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>1</sup>)(R<sup>2</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocycloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>1</sup>)(R<sup>2</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and  
20

E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, carbocyclyl, and heterocyclyl, wherein:

the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, or

C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN,  
30 and

the carbocyclyl or heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbocycloxy, and halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkylcarbocycloxy; and

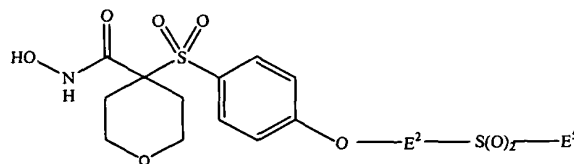
R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

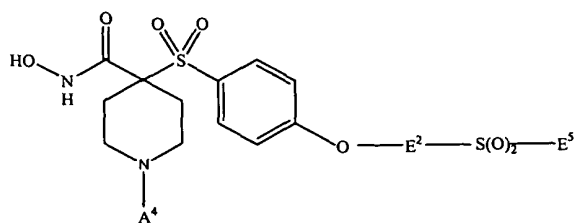
R<sup>5</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>6</sup>, -N(R<sup>6</sup>)(R<sup>7</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

R<sup>6</sup> and R<sup>7</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

346. A compound or salt thereof according to claim 345, wherein:  
the compound corresponds in structure to a formula selected from the group consisting of:



(346-1) and



(346-2); and

A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

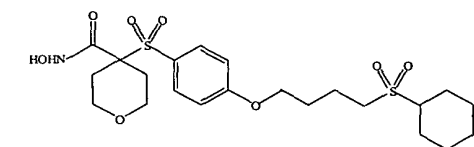
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347. A compound or salt thereof according to claim 346, wherein E<sup>5</sup> is C<sub>5</sub>-C<sub>6</sub>-cycloalkyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted

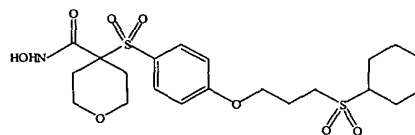
25

carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylcarbocycloxy, and halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylcarbocycloxy.

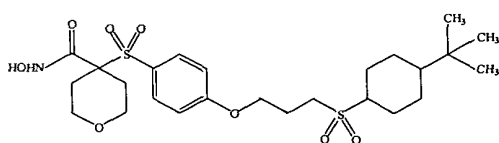
348. A compound or salt thereof according to claim 347, wherein the compound  
5 corresponds in structure to a formula selected from the group consisting of:



(348-1), and



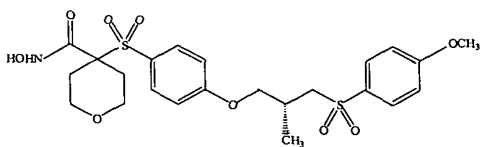
(348-2),



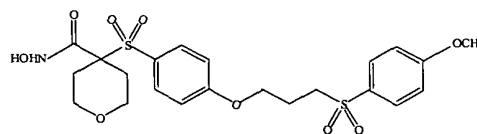
(348-3).

349. A compound or salt thereof according to claim 346, wherein E<sup>5</sup> is phenyl  
optionally substituted with one or more substituents independently selected from the group  
consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy,  
10 halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl,  
halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
C<sub>1</sub>-C<sub>6</sub>-alkylcarbocycloxy, and halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylcarbocycloxy.

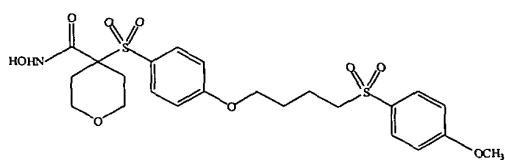
350. A compound or salt thereof according to claim 349, wherein the compound  
15 corresponds in structure to a formula selected from the group consisting of:



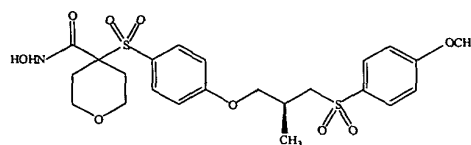
(350-1),



(350-2),



(350-3), and



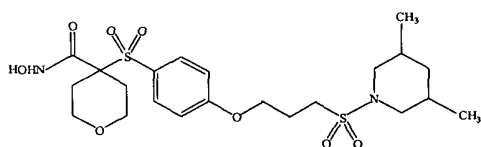
(350-4).

351. A compound or salt thereof according to claim 346, wherein E<sup>5</sup> is selected from the group consisting of furanyl, tetrahydropyranyl, dihydrofuranyl, tetrahydrofuranyl, thiophenyl, dihydrothiophenyl, tetrahydrothiophenyl, pyrrolyl, isopyrrolyl, pyrrolinyl, pyrrolidinyl, imidazolyl, isoimidazolyl, imidazoliny, imidazolidinyl, pyrazolyl, pyrazolinyl, pyrazolidinyl, triazolyl, tetrazolyl, dithiolyl, oxathiolyl, oxazolyl, isoxazolyl, oxazolidinyl, isoxazolidinyl, thiazolyl, isothiazolyl, thiazolinyl, isothiazolinyl, thiazolidinyl, isothiazolidinyl, thiodiazolyl, oxathiazolyl, oxadiazolyl, oxatriazolyl, dioxazolyl, oxathiazolyl, oxathioly, oxathiolanyl, pyranyl, dihydropyranyl, pyridinyl, piperidinyl, diazinyl, piperazinyl, triazinyl, oxazinyl, isoxazinyl, oxathiazinyl, oxadiazinyl, morpholinyl, azepinyl, oxepinyl, thiepinyl, diazepinyl, indoliziny, pyrindinyl, pyranopyrrolyl, 4H-quinoliziny, purinyl, naphthyridinyl, pyridopyridinyl, pteridinyl, indolyl, isoindolyl, indoleninyl, isoindazolyl, benzaziny, phthalaziny, quinoxaliny, quinazoliny, benzodiaziny, benzopyranyl, benzothiopyranyl, benzoxazolyl, indoxazinyl, anthranilyl, benzodioxolyl, benzodioxanyl, benzoxadiazolyl, benzofuranyl, isobenzofuranyl, benzothieryl, isobenzothieryl, benzothiazolyl, benzothiadiazolyl, benzimidazolyl, benzotriazolyl, benzoxazinyl, benzisoxazinyl, tetrahydroisoquinoliny, carbazolyl, xanthenyl, and acridinyl, wherein a member of such group:
- optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylcarbocyclyloxy, and halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylcarbocyclyloxy.

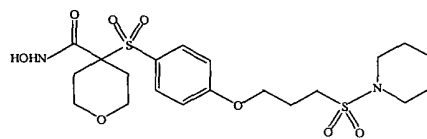
352. A compound or salt thereof according to claim 351, wherein E<sup>5</sup> is selected from the group consisting of piperidinyl, morpholinyl, and tetrahydroisoquinolinyl, wherein a member of such group:

- 5 optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl,
- 10 halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylcarbocycloxy, and halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylcarbocycloxy.

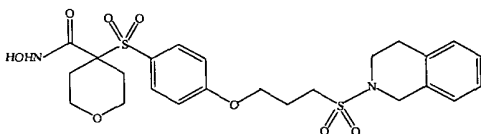
353. A compound or salt thereof according to claim 352, wherein the compound corresponds in structure to a formula selected from the group consisting of:



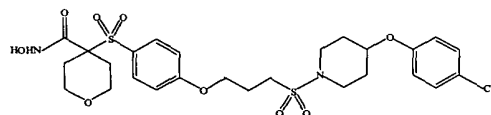
(353-1)



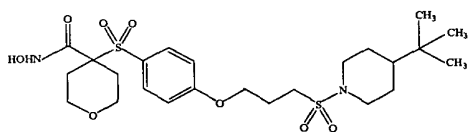
(353-2),



(353-3),



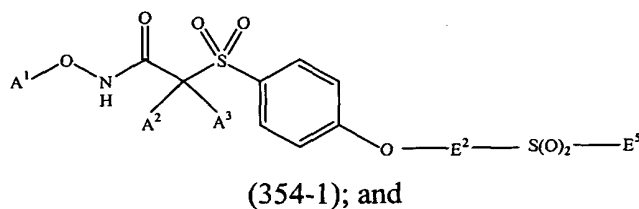
(353-4), and



(353-5).

354. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 354-1:



5        A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxycarbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),  
10    heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

15        E<sup>2</sup> is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E<sup>5</sup> is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, saturated carbocyclyl, partially saturated carbocyclyl, and heterocyclyl, wherein any  
20    member of such group optionally is substituted.

355. A compound or salt thereof according to claim 354, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy carbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy carbonyl, N(R<sup>1</sup>)(R<sup>2</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),  
25

heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>1</sup>)(R<sup>2</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl,  
C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl,  
5 wherein any member of such group optionally is substituted with one or more substituents  
independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl,  
halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl,  
C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, saturated carbocyclyl, partially saturated  
10 carbocyclyl, and heterocyclyl, wherein:

the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, or  
C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents  
independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN,  
and

15 the saturated carbocyclyl, partially saturated carbocyclyl, or heterocyclyl  
optionally is substituted with one or more substituents independently selected from  
the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted  
C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl,  
20 halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbocyclyloxy, and halogen-substituted  
C<sub>1</sub>-C<sub>8</sub>-alkylcarbocyclyloxy; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and  
25 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
any member (except -H) of such group optionally is substituted with one or more halogen;  
and

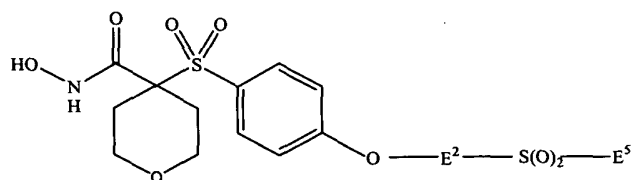
30 R<sup>5</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>6</sup>, -N(R<sup>6</sup>)(R<sup>7</sup>),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl,

carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

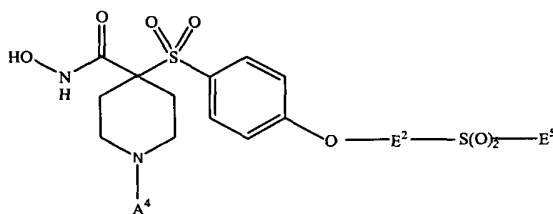
R<sup>6</sup> and R<sup>7</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
5 any member (except -H) of such group optionally is substituted with one or more halogen.

356. A compound or salt thereof according to claim 355, wherein:

the compound corresponds in structure to a formula selected from the group consisting of:



(356-1) and



(356-2); and

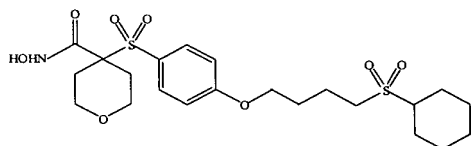
A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl,  
15 alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl,  
alkoxy carbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl,  
alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl,  
alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl,  
carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl,  
20 carbocyclyliminocarbonyl, carbocyclyloxycarbonyl, carbocyclylthioalkyl,  
carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl,  
carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl,  
heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl,  
heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl,  
25 heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl,

heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

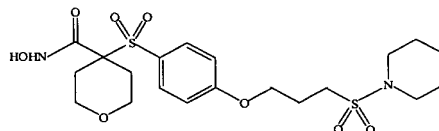
5           any member (except -H) of such group optionally is substituted.

357. A compound or salt thereof according to claim 356, wherein E<sup>5</sup> is heterocyclyl optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, 10 C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkylcarbocycloxy, and halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkylcarbocycloxy.

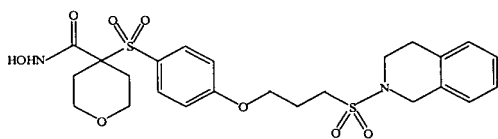
15           358. A compound or salt thereof according to claim 357, wherein the compound corresponds in structure to a formula selected from the group consisting of:



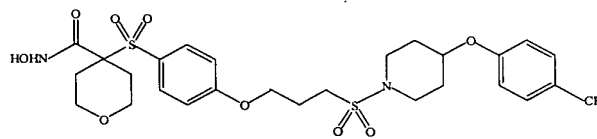
(358-1),



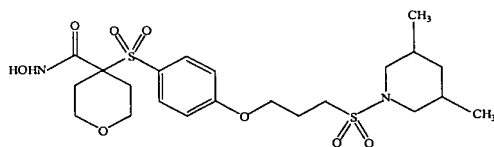
(358-2),



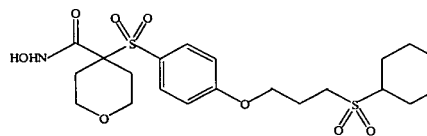
(358-3),



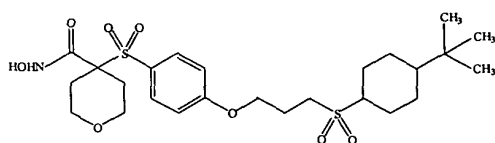
(358-4),



(358-5),

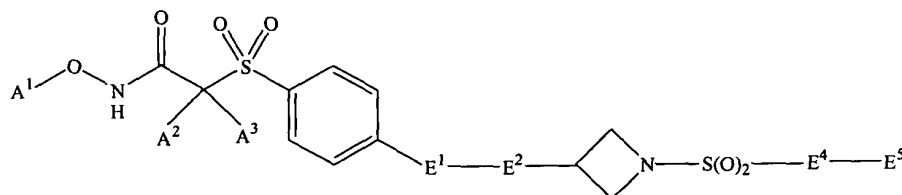


(358-6), and



(358-7).

359. A compound or salt thereof, wherein:  
the compound corresponds in structure to Formula 359-1:



(359-1); and

$A^1$  is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

$A^2$  and  $A^3$ , together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

$E^1$  is selected from the group consisting of  $-S(O)_2-$ ,  $-S(O)-$ ,  $-N(R^1)-$ ,  $-C(O)-N(R^1)-$ ,  $-N(R^1)-C(O)-$ , and  $-C(R^1)(R^2)-$ ; and

$E^2$  is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

$E^4$  is selected from the group consisting of a bond, alkyl, and alkenyl, wherein the alkyl or alkenyl optionally is substituted; and

E<sup>5</sup> is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, carbocyclyl, and heterocyclyl, wherein any member of such group optionally is substituted; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl,  
5 wherein the alkyl optionally is substituted; and  
neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>2</sup>, E<sup>4</sup>, or E<sup>5</sup>.

360. A compound or salt thereof according to claim 359, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
10 C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclylloxycarbonyl,  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),  
15 heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclylloxy(thiocarbonyl),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl,  
C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl,  
wherein any member of such group optionally is substituted with one or more halogen;  
20 and

E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, halo-C<sub>1</sub>-C<sub>20</sub>-alkyl,  
C<sub>2</sub>-C<sub>20</sub>-alkenyl, and halo-C<sub>2</sub>-C<sub>20</sub>-alkenyl; and

E<sup>5</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl,  
C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl, carbocyclyl, and heterocyclyl,  
25 wherein:

the C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, C<sub>2</sub>-C<sub>20</sub>-alkynyl, C<sub>1</sub>-C<sub>20</sub>-alkoxy, or  
C<sub>1</sub>-C<sub>20</sub>-alkoxy-C<sub>1</sub>-C<sub>20</sub>-alkyl optionally is substituted with one or more substituents  
independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, and -CN,  
and

30 the carbocyclyl or heterocyclyl optionally is substituted with one or more  
substituents independently selected from the group consisting of halogen, -OH,

-NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

5 R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

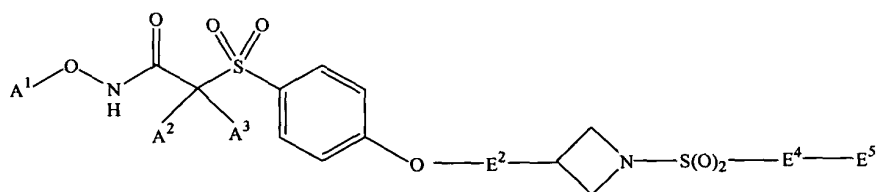
10 R<sup>5</sup> and R<sup>6</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

15 R<sup>7</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>6</sub>-alkyl, -O-R<sup>8</sup>, -N(R<sup>8</sup>)(R<sup>9</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and

20 R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

361. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 361-1:



25 (361-1); and

A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxycarbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclylloxycarbonyl, carbocyclylalkoxycarbonyl,

aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclylalkyl(thiocarbonyl), carbocyclylloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member

5 (except -H) of such group optionally is substituted; and

A<sup>2</sup> and A<sup>3</sup>, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

E<sup>2</sup> is selected from the group consisting of a bond, alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such  
10 group optionally is substituted; and

E<sup>4</sup> is selected from the group consisting of a bond, alkyl, and alkenyl, wherein the alkyl or alkenyl optionally is substituted; and

E<sup>5</sup> is selected from the group consisting of substituted carbocyclyl and optionally-substituted heterocyclyl, wherein:

15 the carbocyclyl is substituted with:

2 or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, alkyl, haloalkyl, alkoxy, haloalkoxy, alkoxyalkyl, halogen-substituted alkoxyalkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclylalkyl, and halogen-substituted carbocyclylalkyl, or

a substituent selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, -C(O)-O-R<sup>3</sup>, -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclylalkyl, and halogen-substituted carbocyclylalkyl, and  
25

the heterocyclyl optionally is substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, alkyl, haloalkyl, alkoxy, haloalkoxy, alkoxyalkyl, halogen-substituted alkoxyalkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclylalkyl, and halogen-substituted carbocyclylalkyl; and  
30

R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

R<sup>5</sup> is selected from the group consisting of -H, alkyl, -O-R<sup>6</sup>, -N(R<sup>6</sup>)(R<sup>7</sup>), carbocyclylalkyl, and heterocyclylalkyl, wherein the alkyl, carbocyclylalkyl, or heterocyclylalkyl optionally is substituted with one or more halogen; and

R<sup>6</sup> and R<sup>7</sup> are independently selected from the group consisting of -H, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

10

362. A compound or salt thereof according to claim 361, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclylloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>8</sup>)(R<sup>9</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclylloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>8</sup>)(R<sup>9</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more halogen; and

E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, halo-C<sub>1</sub>-C<sub>20</sub>-alkyl, C<sub>2</sub>-C<sub>20</sub>-alkenyl, and halo-C<sub>2</sub>-C<sub>20</sub>-alkenyl; and

E<sup>5</sup> is selected from the group consisting of substituted carbocyclyl and optionally-substituted heterocyclyl, wherein:

the carbocyclyl is substituted with:

2 or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy,

30

C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted  
C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>,  
carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and  
halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or

5 a substituent selected from the group consisting of halogen,  
-OH, -NO<sub>2</sub>, -CN, -C(O)-O-R<sup>3</sup>, -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl,  
halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and

10 the heterocyclyl optionally is substituted with one or more substituents  
independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>,  
-CN, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy,  
C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl,  
-N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl,  
carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl;

15 and

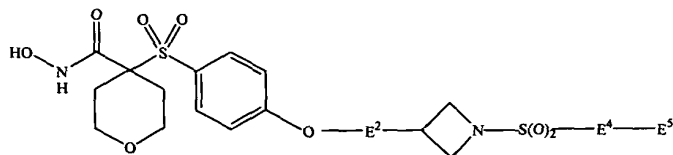
R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
any member (except -H) of such group optionally is substituted with one or more halogen;  
and

20 R<sup>5</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>6</sup>, -N(R<sup>6</sup>)(R<sup>7</sup>),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or  
more halogen; and

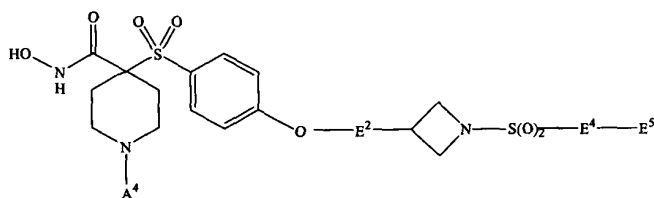
25 R<sup>6</sup> and R<sup>7</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
any member (except -H) of such group optionally is substituted with one or more halogen;  
and

30 R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl.

363. A compound or salt thereof according to claim 362, wherein:  
the compound corresponds in structure to a formula selected from the group  
consisting of:



(363-1) and



(363-2); and

A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

364. A compound or salt thereof according to claim 363, wherein E<sup>5</sup> is phenyl substituted with:

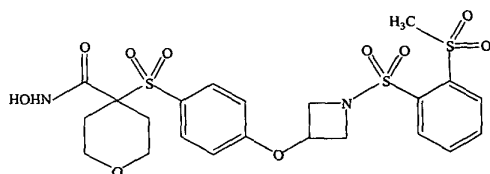
2 or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>6</sub>-alkyl, halo-C<sub>1</sub>-C<sub>6</sub>-alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>6</sub>-alkoxy, C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>6</sub>-alkoxy-C<sub>1</sub>-C<sub>6</sub>-alkyl, -N(R<sup>3</sup>)(R<sup>4</sup>), -C(O)(R<sup>5</sup>), -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, or

a substituent selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, -C(O)-O-R<sup>3</sup>, -S-R<sup>3</sup>, -S(O)<sub>2</sub>-R<sup>3</sup>, carbocyclyl, halocarbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl.

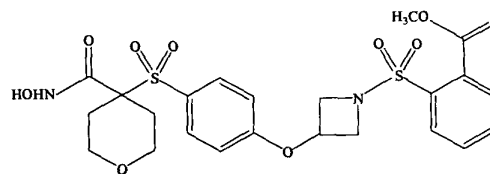
365. A compound or salt thereof according to claim 364, wherein E<sup>2</sup> is a bond.

366. A compound or salt thereof according to claim 365, wherein E<sup>4</sup> is a bond.

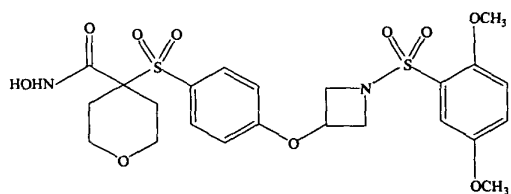
367. A compound or salt thereof according to claim 366, wherein the compound corresponds in structure to a formula selected from the group consisting of.



(367-1),



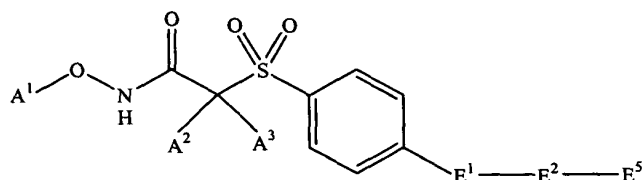
(367-2), and



(367-3).

368. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 368-1:



(368-1); and

- 5        A¹ is selected from the group consisting of -H, alkylcarbonyl, alkoxy carbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy carbonyl, carbocyclylalkoxy carbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),  
10    heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

A² and A³, together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

- 15        E¹ is selected from the group consisting of -O-, -S(O)₂-, -S(O)-, -S-, -N(R¹)-, -C(O)-N(R¹)-, -N(R¹)-C(O)-, and -C(R¹)(R²)-; and

E² is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

- 20        E³ is substituted heterocyclyl; and

R¹ and R² are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

neither R¹ nor R² forms a ring structure with E³.

- 25        369. A compound or salt thereof according to claim 368, wherein:

A¹ is selected from the group consisting of -H, C₁-C₈-alkylcarbonyl, C₁-C₈-alkoxy carbonyl, carbocyclylcarbonyl, carbocyclyl-C₁-C₈-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C₁-C₈-alkylcarbonyl, carbocyclyloxy carbonyl,

carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl,  
C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),  
heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl),  
5 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and  
E<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>20</sub>-alkyl, cycloalkyl,  
C<sub>1</sub>-C<sub>10</sub>-alkyl-cycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and  
C<sub>1</sub>-C<sub>10</sub>-alkyl-cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein the any member of such group optionally is  
substituted with one or more halogen; and

10 E<sup>5</sup> is heterocyclyl that is:  
substituted with one or more substituents independently selected from the  
group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted  
C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>, -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl,  
15 halocarbocyclyl, and carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and/or

substituted on the same atom with two substituents independently selected  
from the group consisting of alkyl and haloalkyl, the two substituents together  
forming C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or halo-C<sub>5</sub>-C<sub>6</sub>-cycloalkyl; and

R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
20 and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

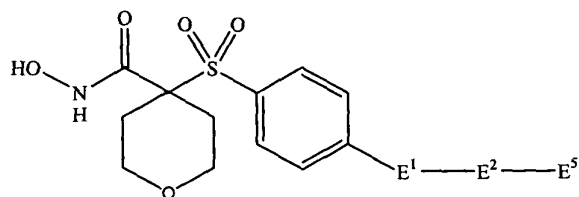
R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

R<sup>5</sup> and R<sup>6</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
25 carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
any member (except -H) of such group optionally is substituted with one or more halogen;  
and

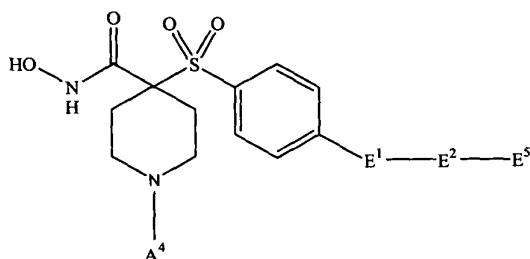
R<sup>7</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>8</sup>, -N(R<sup>8</sup>)(R<sup>9</sup>),  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl,  
30 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or  
more halogen; and

$R^8$  and  $R^9$  are independently selected from the group consisting of -H,  $C_1$ - $C_8$ -alkyl, carbocyclyl, carbocyclyl- $C_1$ - $C_8$ -alkyl, heterocyclyl, and heterocyclyl- $C_1$ - $C_8$ -alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

- 5           370. A compound or salt thereof according to claim 369, wherein:  
the compound corresponds in structure to a formula selected from the group consisting of:



(370-1) and



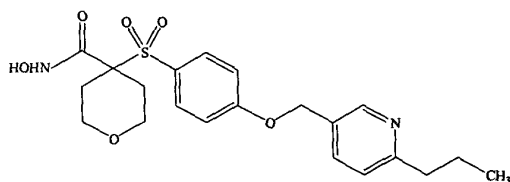
(370-2); and

- A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, alkoxy carbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl,
- 10  
15  
20

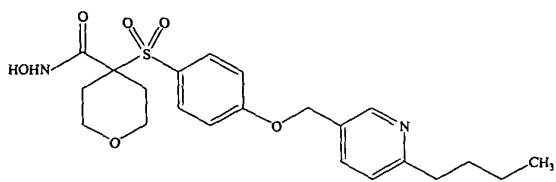
heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

5 any member (except -H) of such group optionally is substituted.

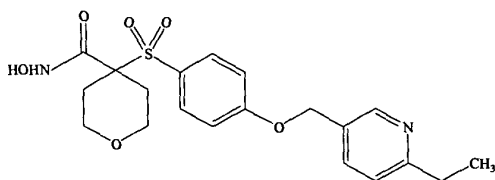
371. A compound or salt thereof according to claim 370, wherein the compound corresponds in structure to a formula selected from the group consisting of.



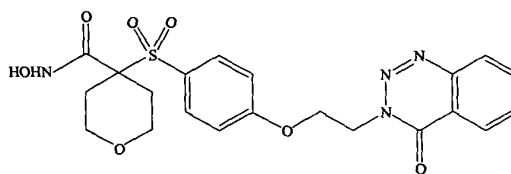
(371-1),



(371-2),



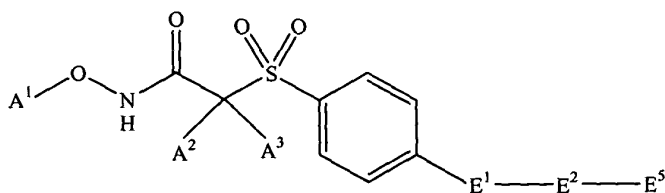
(371-3), and



(371-4).

10 372. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 372-1:



(372-1); and

15 A<sup>1</sup> is selected from the group consisting of -H, alkylcarbonyl, alkoxycarbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclylloxycarbonyl, carbocyclylalkoxycarbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),

heterocyclalkyl(thiocarbonyl), carbocyclalkoxy(thiocarbonyl), carbocyclalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

5         $A^2$  and  $A^3$ , together with the carbon atom to which they are both attached, form an optionally-substituted heterocycl containing from 5 to 8 ring members; and

$E^1$  is selected from the group consisting of -O-, -S(O)<sub>2</sub>-, -S(O)-, -N(R<sup>1</sup>)-, -C(O)-N(R<sup>1</sup>)-, -N(R<sup>1</sup>)-C(O)-, and -C(R<sup>1</sup>)(R<sup>2</sup>)-; and

$E^2$  is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally  
10        is substituted; and

$E^2$  comprises at least two carbon atoms; and

$E^5$  is optionally-substituted heterocycl; and

$R^1$  and  $R^2$  are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

15        neither  $R^1$  nor  $R^2$  forms a ring structure with  $E^5$ .

373. A compound or salt thereof according to claim 372, wherein:

$A^1$  is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclcarbonyl, carbocycl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclcarbonyl, heterocycl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclalkoxycarbonyl, carbocycl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocycl(thiocarbonyl), carbocycl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocycl(thiocarbonyl), heterocycl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclalkoxy(thiocarbonyl), carbocycl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>3</sup>)(R<sup>4</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and  
20       

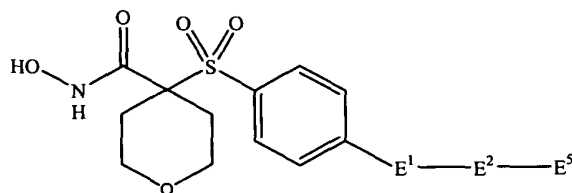
$E^2$  is selected from the group consisting of C<sub>2</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkyl-cycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkyl-cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein the any member of such group optionally is substituted with one or more halogen; and

30         $E^5$  is heterocycl that is:

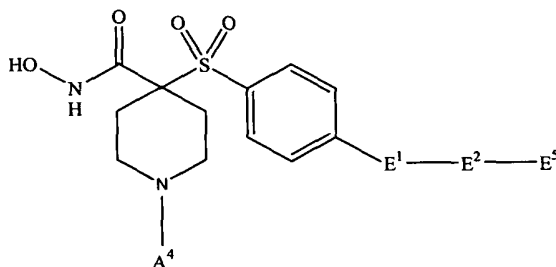
optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, keto, C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>5</sup>)(R<sup>6</sup>), -C(O)(R<sup>7</sup>), -S-R<sup>5</sup>,  
5 -S(O)<sub>2</sub>-R<sup>5</sup>, carbocyclyl, halocarbocyclyl, and carbocyclyl-C<sub>1</sub>-C<sub>6</sub>-alkyl, and/or optionally substituted on the same atom with two substituents independently selected from the group consisting of alkyl and haloalkyl, the two substituents together forming C<sub>5</sub>-C<sub>6</sub>-cycloalkyl or halo-C<sub>5</sub>-C<sub>6</sub>-cycloalkyl; and R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
10 and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and R<sup>3</sup> and R<sup>4</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and R<sup>5</sup> and R<sup>6</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
15 carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and R<sup>7</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>8</sup>, -N(R<sup>8</sup>)(R<sup>9</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein the C<sub>1</sub>-C<sub>8</sub>-alkyl,  
20 carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, or heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl optionally is substituted with one or more halogen; and R<sup>8</sup> and R<sup>9</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

25

374. A compound or salt thereof according to claim 373, wherein:  
the compound corresponds in structure to a formula selected from the group  
consisting of:



(374-1) and

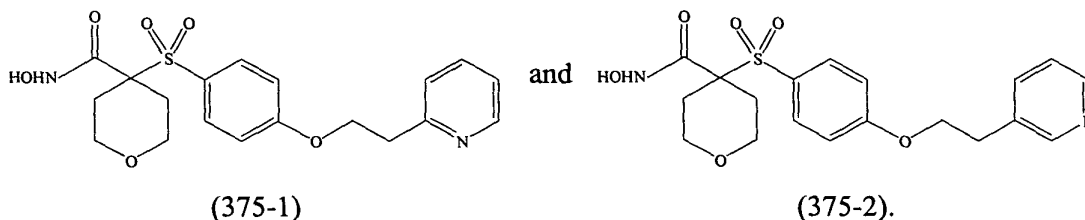


(374-2); and

A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl,  
alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl,  
10 alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl,  
alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl,  
alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl,  
carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl,  
carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl,  
15 carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl,  
carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl,  
heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl,  
heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl,  
heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl,  
20 heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl,  
heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl,  
aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl,  
aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

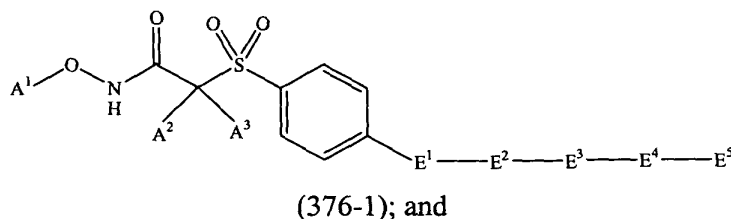
375. A compound or salt thereof according to claim 374, wherein the compound corresponds in structure to a formula selected from the group consisting of.



5

376. A compound or salt thereof, wherein:

the compound corresponds in structure to Formula 376-1:



10         $A^1$  is selected from the group consisting of -H, alkylcarbonyl, alkoxycarbonyl, carbocyclylcarbonyl, carbocyclylalkylcarbonyl, heterocyclylcarbonyl, heterocyclylalkylcarbonyl, carbocyclyloxy, carbocyclylalkoxycarbonyl, aminoalkylcarbonyl, alkyl(thiocarbonyl), alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclylalkyl(thiocarbonyl), heterocyclyl(thiocarbonyl),  
15        heterocyclylalkyl(thiocarbonyl), carbocyclyloxy(thiocarbonyl), carbocyclylalkoxy(thiocarbonyl), and aminoalkyl(thiocarbonyl), wherein any member (except -H) of such group optionally is substituted; and

$A^2$  and  $A^3$ , together with the carbon atom to which they are both attached, form an optionally-substituted heterocyclyl containing from 5 to 8 ring members; and

20         $E^1$  is selected from the group consisting of -O-,  $-S(O)_2-$ ,  $-S(O)-$ ,  $-S-$ ,  $-N(R^1)-$ ,  $-C(O)-N(R^1)-$ ,  $-N(R^1)-C(O)-$ , and  $-C(R^1)(R^2)-$ ; and

$E^2$  is selected from the group consisting of alkyl, cycloalkyl, alkylcycloalkyl, cycloalkylalkyl, and alkylcycloalkylalkyl, wherein any member of such group optionally is substituted; and

E<sup>3</sup> is selected from the group consisting of -C(O)-, -O-(CO)-, -C(O)-O-, -C(NR<sup>3</sup>)-, -N(R<sup>4</sup>)-, -N(R<sup>4</sup>)-C(NR<sup>3</sup>)-, -C(NR<sup>3</sup>)-N(R<sup>4</sup>)-, -C(O)-N(R<sup>4</sup>)-, -N(R<sup>4</sup>)-C(O)-, -N(R<sup>4</sup>)-C(O)-N(R<sup>5</sup>)-, -S-, -S(O)-, -N(R<sup>4</sup>)-S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-N(R<sup>4</sup>)-, -C(O)-N(R<sup>4</sup>)-N(R<sup>5</sup>)-C(O)-, -C(R<sup>4</sup>)(R<sup>6</sup>)-C(O)-, and -C(R<sup>7</sup>)(R<sup>8</sup>)-; and

5 E<sup>4</sup> is selected from the group consisting of a bond, alkyl, and alkenyl, wherein the alkyl or alkenyl optionally is substituted; and

E<sup>5</sup> is selected from the group consisting of carbocyclyl and heterocyclyl, wherein the carbocyclyl and heterocyclyl are:

substituted with a substituent selected from the group consisting of  
10 optionally-substituted carbocyclyl, optionally-substituted carbocyclylalkyl, optionally-substituted heterocyclyl, and optionally-substituted heterocyclylalkyl, and

optionally substituted with one or more substituents independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, alkyl, alkoxy, alkoxyalkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>, carbocyclyl, carbocyclylalkyl,  
15 haloalkyl, haloalkoxy, halogen-substituted alkoxyalkyl, halocarbocyclyl, halogen-substituted carbocyclylalkyl, hydroxycarbocyclyl, and heteroaryl; and R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H and alkyl, wherein the alkyl optionally is substituted; and

20 R<sup>3</sup> is selected from the group consisting of -H and -OH; and

R<sup>4</sup> and R<sup>5</sup> are independently selected from the group consisting of -H, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein any member (except -H) of such group optionally is substituted; and

R<sup>6</sup> is selected from the group consisting of -CN and -OH; and

25 R<sup>7</sup> is selected from the group consisting of -H, halogen, -OH, alkyl, alkoxy, and alkoxyalkyl, wherein the alkyl, alkoxy, or alkoxyalkyl optionally is substituted; and

R<sup>8</sup> is selected from the group consisting of -OH and alkoxy, wherein the alkoxy optionally is substituted; and

R<sup>11</sup> and R<sup>12</sup> are independently selected from the group consisting of -H,  
30 C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and

heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

R<sup>13</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O-R<sup>14</sup>, -N(R<sup>14</sup>)(R<sup>15</sup>), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>14</sup> and R<sup>15</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

neither R<sup>1</sup> nor R<sup>2</sup> forms a ring structure with E<sup>2</sup>, E<sup>3</sup>, E<sup>4</sup>, or E<sup>5</sup>; and  
neither R<sup>4</sup> nor R<sup>5</sup> forms a ring structure with E<sup>2</sup>, E<sup>4</sup>, or E<sup>5</sup>.

377. A compound or salt thereof according to claim 376, wherein:

A<sup>1</sup> is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, carbocyclylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, heterocyclylcarbonyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclylloxycarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, N(R<sup>9</sup>)(R<sup>10</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), carbocyclyl(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), heterocyclyl(thiocarbonyl), heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl), carbocyclylloxy(thiocarbonyl), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxy(thiocarbonyl), and N(R<sup>9</sup>)(R<sup>10</sup>)-C<sub>1</sub>-C<sub>8</sub>-alkyl(thiocarbonyl); and

E<sup>2</sup> is selected from the group consisting of C<sub>2</sub>-C<sub>20</sub>-alkyl, cycloalkyl, C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl, cycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, and C<sub>1</sub>-C<sub>10</sub>-alkylcycloalkyl-C<sub>1</sub>-C<sub>10</sub>-alkyl, wherein any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, C<sub>1</sub>-C<sub>6</sub>-alkyl, and halo-C<sub>1</sub>-C<sub>6</sub>-alkyl; and

E<sup>4</sup> is selected from the group consisting of a bond, C<sub>1</sub>-C<sub>20</sub>-alkyl, and C<sub>2</sub>-C<sub>20</sub>-alkenyl, wherein the C<sub>1</sub>-C<sub>20</sub>-alkyl or C<sub>2</sub>-C<sub>20</sub>-alkenyl optionally is substituted with one or more substituents independently selected from the group consisting of:  
halogen, and

carbocyclyl optionally substituted with one or more substituents  
independently selected from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN,  
C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl,  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, halogen-substituted  
5 C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halocarbocyclyl, and halogen-substituted  
carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

E<sup>5</sup> is selected from the group consisting of carbocyclyl and heterocyclyl, wherein  
the carbocyclyl and heterocyclyl are:

substituted with a substituent selected from the group consisting of  
10 optionally-substituted carbocyclyl, optionally-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl,  
optionally-substituted heterocyclyl, and optionally-substituted  
heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and

optionally substituted with one or more substituents independently selected  
from the group consisting of halogen, -OH, -NO<sub>2</sub>, -CN, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxy,  
15 C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, -N(R<sup>11</sup>)(R<sup>12</sup>), -C(O)(R<sup>13</sup>), -S-R<sup>11</sup>, -S(O)<sub>2</sub>-R<sup>11</sup>,  
carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy,  
halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halocarbocyclyl,  
halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, hydroxycarbocyclyl, and heteroaryl;  
and

20 R<sup>1</sup> and R<sup>2</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
and halo-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>4</sup> and R<sup>5</sup> are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein  
any member (except -H) of such group optionally is substituted with one or more halogen;  
25 and

R<sup>7</sup> is selected from the group consisting of -H, halogen, -OH, C<sub>1</sub>-C<sub>8</sub>-alkyl,  
C<sub>1</sub>-C<sub>8</sub>-alkoxy, C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy, and  
halogen-substituted C<sub>1</sub>-C<sub>8</sub>-alkoxy-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

R<sup>8</sup> is selected from the group consisting of -OH, C<sub>1</sub>-C<sub>8</sub>-alkoxy, and  
30 halo-C<sub>1</sub>-C<sub>8</sub>-alkoxy; and

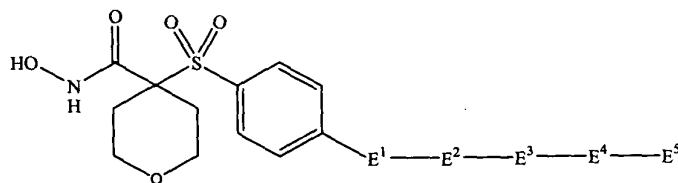
$R^9$  and  $R^{10}$  are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl, C<sub>1</sub>-C<sub>8</sub>-alkylcarbonyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkoxycarbonyl; and

$R^{11}$  and  $R^{12}$  are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen; and

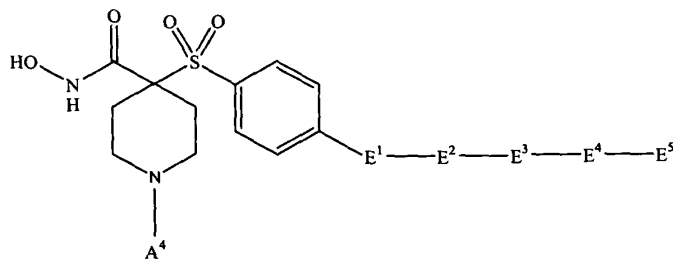
$R^{13}$  is selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, -O- $R^{14}$ , -N( $R^{14}$ )( $R^{15}$ ), carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, halo-C<sub>1</sub>-C<sub>8</sub>-alkyl, halogen-substituted carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, and halogen-substituted heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl; and

$R^{14}$  and  $R^{15}$  are independently selected from the group consisting of -H, C<sub>1</sub>-C<sub>8</sub>-alkyl, carbocyclyl, carbocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, heterocyclyl, and heterocyclyl-C<sub>1</sub>-C<sub>8</sub>-alkyl, wherein any member (except -H) of such group optionally is substituted with one or more halogen.

378. A compound or salt thereof according to claim 377, wherein:  
the compound corresponds in structure to a formula selected from the group consisting of:



(378-1) and

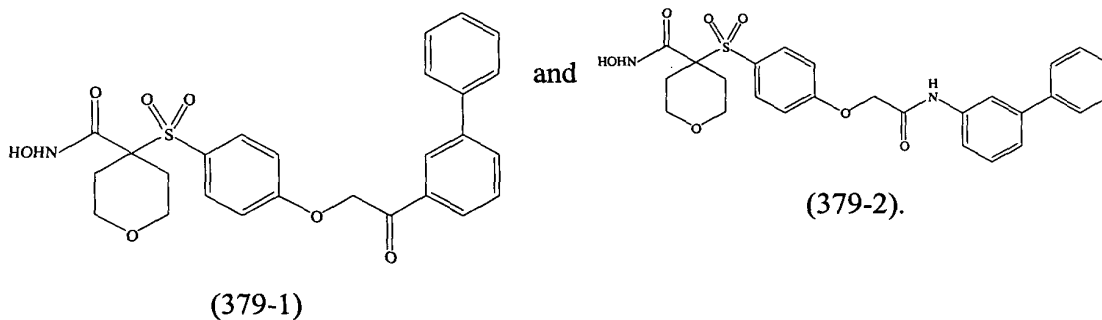


(378-2); and

A<sup>4</sup> is selected from the group consisting of -H, alkyl, alkylcarbonyl, alkylcarbonylalkyl, alkylcarbonylalkylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, alkoxycarbonylalkylcarbonyl, alkylsulfonyl, alkyliminocarbonyl, alkenyl, alkynyl, alkoxyalkyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylcarbonyl, carbocyclylsulfonyl, carbocyclyliminocarbonyl, carbocyclylloxycarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylcarbonyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclylsulfonyl, heterocyclyliminocarbonyl, heterocyclylalkylcarbonyl, heterocyclylcarbonylalkylcarbonyl, heterocyclylsulfonyl, heterocyclylcarbonylalkyl, aminoalkylcarbonyl, aminocarbonyl, aminocarbonylalkylcarbonyl, aminosulfonyl, aminosulfonylalkyl, aminoalkyl, aminocarbonylalkyl, and aminoalkylsulfonyl, wherein:

any member (except -H) of such group optionally is substituted.

379. A compound or salt thereof according to claim 378, wherein the compound corresponds in structure to a formula selected from the group consisting of.



380. A method for preventing or treating a condition associated with pathological matrix metalloprotease activity in a mammal having the condition or predisposed to having the condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claims 1, 122, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and  
5 376.

381. A method according to claim 380, wherein the compound or salt inhibits the activity of one or more of MMP-2, MMP-9, and MMP-13, while exhibiting substantially less inhibitory activity against both MMP-1 and MMP-14.  
10

382. A method according to claim 381, wherein the compound or salt inhibits the activity of MMP-13, while exhibiting substantially less inhibitory activity against both MMP-1 and MMP-14.

15 383. A method according to claim 382, wherein the pathological condition comprises arthritis or a cardiovascular condition.

384. A method according to claim 381, wherein the compound or salt inhibits the activity of both MMP-2 and MMP-9, while exhibiting substantially less inhibitory  
20 activity against both MMP-1 and MMP-14.

385. A method according to claim 384, wherein the pathological condition comprises cancer, an ophthalmologic condition, or a cardiovascular condition.

25 386. A method for preventing or treating a pathological condition in a mammal having the pathological condition or predisposed to having the pathological condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claims 1, 122, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376; and

the pathological condition is selected from the group consisting of tissue  
5 destruction, a fibrotic disease, matrix weakening, defective injury repair, a cardiovascular disease, a pulmonary disease, a kidney disease, a liver disease, an ophthalmologic disease, and a central nervous system disease.

387. A method for preventing or treating a pathological condition in a mammal  
10 having the pathological condition or predisposed to having the pathological condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claims 1, 122,  
15 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376; and

the pathological condition is selected from the group consisting of osteoarthritis, rheumatoid arthritis, septic arthritis, tumor invasion, tumor metastasis, tumor angiogenesis, a decubitis ulcer, a gastric ulcer, a corneal ulcer, periodontal disease, liver  
20 cirrhosis, fibrotic lung disease, otosclerosis, atherosclerosis, multiple sclerosis, dilated cardiomyopathy, epidermal ulceration, epidermolysis bullosa, aortic aneurysm, defective injury repair, an adhesion, scarring, congestive heart failure, post myocardial infarction, coronary thrombosis, emphysema, proteinuria, Alzheimer's disease, bone disease, and chronic obstructive pulmonary disease.

25

388. A method for preventing or treating a pathological condition associated with pathological TNF- $\alpha$  convertase activity in a mammal having the pathological condition or predisposed to having the condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable  
30 salt thereof in a therapeutically-effective amount to the mammal; and

the compound is selected from the group of compounds recited in claims 1, 122, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376.

5           389. A method according to claim 388, wherein the pathological condition is selected from the group consisting of inflammation, a pulmonary disease, a cardiovascular disease, an autoimmune disease, graft rejection, a fibrotic disease, multiple sclerosis, cancer, an infectious disease, fever, psoriasis, hemorrhage, coagulation, radiation damage, acute-phase responses of shock and sepsis, anorexia, and cachexia.

10

390. A method for preventing or treating a pathological condition associated with pathological aggrecanase activity in a mammal having the pathological condition or predisposed to having the condition, wherein:

the method comprises administering a compound or a pharmaceutically acceptable salt thereof in a therapeutically-effective amount to the mammal; and

15

the compound is selected from the group of compounds recited in claims 1, 122, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376.

20           391. A method according to claim 390, wherein the condition comprises an inflammation condition or cancer.

392. A method according to claim 390, wherein the method further comprises administering the compound or salt thereof to prevent or treat a condition associated with matrix metalloprotease activity.

25

393. A pharmaceutical composition comprising a therapeutically-effective amount of a compound or a pharmaceutically-acceptable salt thereof, wherein the compound is selected from the group of compounds recited in claims 1, 122, 225, 235, 250, 260, 267, 296, 303, 308, 322, 335, 337, 344, 354, 359, 361, 368, 372, and 376.

30